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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div><br><br><b>This Form is Open to Public Inspection</b> |
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|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2012 or fiscal plan year beginning <u>12/31/2012</u> and ending <u>12/30/2013</u> |                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                  |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |                                                             |                                                             |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                   | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                                                                    |                                                                     |                                                             |                                                             |  |
| <b>1a</b> Name of plan<br><u>AKZONOBEL RETIREMENT PLAN</u>                                                                                                                                                       | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>12/13/1941</u></td> </tr> </table>                                                                   | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>001</u>                                                  | <b>1c</b> Effective date of plan<br><u>12/13/1941</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                         | <u>001</u>                                                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>12/13/1941</u>                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |                                                             |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>AKZO NOBEL, INC.</u><br><br><u>525 WEST VAN BUREN ST</u><br><u>CHICAGO, IL 60607</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>56-1349341</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number<br/><u>312-544-7000</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>325100</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>56-1349341</u> | <b>2c</b> Sponsor's telephone number<br><u>312-544-7000</u> | <b>2d</b> Business code (see instructions)<br><u>325100</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>56-1349341</u>                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |                                                             |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>312-544-7000</u>                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |                                                             |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>325100</u>                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |                                                             |                                                             |  |
|                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |                                                             |                                                             |  |

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

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

|                                                                                                            |                                                                                                 |                        |                                                                               |
|------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|------------------------|-------------------------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature.<br><br><b>Signature of plan administrator</b> | 10/15/2014<br><br>Date | YVETTE WILLIGER<br><br>Enter name of individual signing as plan administrator |
| <b>SIGN HERE</b>                                                                                           | <b>Signature of employer/plan sponsor</b>                                                       | Date                   | Enter name of individual signing as employer or plan sponsor                  |
| <b>SIGN HERE</b>                                                                                           | <b>Signature of DFE</b>                                                                         | 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)                                        |
|                                                                                                            |                                                                                                 |                        |                                                                               |

|                                                                                                                                                                                                                                                                                                                                                                                                                                       |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                                   |           | <b>3b</b> Administrator's EIN<br><br><b>3c</b> Administrator's telephone number<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div>                                                                                                                                                                                                                                                                                                                                             |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                                     |           | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                               |           | <b>5</b> 20409                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                                |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a</b> Active participants.....                                                                                                                                                                                                                                                                                                                                                                                                     | <b>6a</b> | 2590                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                                                                                                                                                                                                                                    | <b>6b</b> | 35                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                                     | <b>6c</b> | 3671                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                              | <b>6d</b> | 6296                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                                                                                                                                                                                                                                             | <b>6e</b> | 265                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                               | <b>6f</b> | 6561                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                                                                                                                                                                                                                                        | <b>6g</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                                                                                                                                                                                                                                            | <b>6h</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                                  |           | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>1A 1C 1D 1G 3H                                                                                                                                                                                                                                                        |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                           |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                         |           | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                                |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                                     |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input checked="" type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |           | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
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| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection</b> |
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For calendar plan year 2012 or fiscal plan year beginning 12/31/2012 and ending 12/30/2013

▶ **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.

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>AKZONOBEL RETIREMENT PLAN</u>                                                                                 | <b>B</b> Three-digit plan number (PN) ▶ <u>001</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>AKZO NOBEL, INC.</u>                                       | <b>D</b> Employer Identification Number (EIN)<br><u>56-1349341</u>                                                                                      |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|               |                                                                                                                                                                                                                  |
|---------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Basic Information</b>                                                                                                                                                                                         |
| <b>1</b>      | Enter the valuation date: Month <u>12</u> Day <u>31</u> Year <u>2012</u>                                                                                                                                         |
| <b>2</b>      | Assets:                                                                                                                                                                                                          |
| <b>a</b>      | Market value ..... <b>2a</b> <u>943567285</u>                                                                                                                                                                    |
| <b>b</b>      | Actuarial value ..... <b>2b</b> <u>903254415</u>                                                                                                                                                                 |
| <b>3</b>      | Funding target/participant count breakdown:                                                                                                                                                                      |
| <b>a</b>      | For retired participants and beneficiaries receiving payment..... <b>3a</b> <u>9158</u> <b>(1) Number of participants</b> <u>528345540</u> <b>(2) Funding Target</b>                                             |
| <b>b</b>      | For terminated vested participants..... <b>3b</b> <u>7269</u> <u>172150209</u>                                                                                                                                   |
| <b>c</b>      | For active participants:                                                                                                                                                                                         |
| <b>(1)</b>    | Non-vested benefits..... <b>3c(1)</b> <u>13462086</u>                                                                                                                                                            |
| <b>(2)</b>    | Vested benefits..... <b>3c(2)</b> <u>195883061</u>                                                                                                                                                               |
| <b>(3)</b>    | Total active ..... <b>3c(3)</b> <u>3982</u> <u>209345147</u>                                                                                                                                                     |
| <b>d</b>      | Total ..... <b>3d</b> <u>20409</u> <u>909840896</u>                                                                                                                                                              |
| <b>4</b>      | If the plan is in at-risk status, check the box and complete lines (a) and (b) ..... <input type="checkbox"/>                                                                                                    |
| <b>a</b>      | Funding target disregarding prescribed at-risk assumptions ..... <b>4a</b>                                                                                                                                       |
| <b>b</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 ..... <b>4b</b> |
| <b>5</b>      | Effective interest rate ..... <b>5</b> <u>6.90 %</u>                                                                                                                                                             |
| <b>6</b>      | Target normal cost..... <b>6</b> <u>5447290</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.

|                                                                         |                               |                                        |
|-------------------------------------------------------------------------|-------------------------------|----------------------------------------|
| <b>SIGN HERE</b>                                                        |                               | <u>10/14/2014</u>                      |
|                                                                         | Signature of actuary          | Date                                   |
| <u>NICOLE M. STOPOULOS</u>                                              | Type or print name of actuary | <u>14-05133</u>                        |
|                                                                         |                               | Most recent enrollment number          |
| <u>TOWERS WATSON PENNSYLVANIA INC.</u>                                  | Firm name                     | <u>312-525-2500</u>                    |
| <u>191 N. WACKER DRIVE, SUITE 2100</u><br><u>CHICAGO, IL 60606-1615</u> | Address of the firm           | Telephone number (including area code) |

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) 2012**  
**v. 120126**

| <b>Part II Beginning of Year Carryover Prefunding Balances</b>                                                                             |                       |                        |
|--------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
|                                                                                                                                            | (a) Carryover balance | (b) Prefunding balance |
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                                   | 0                     | 12134736               |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                | 0                     | 12134736               |
| <b>9</b> Amount remaining (line 7 minus line 8) .....                                                                                      | 0                     | 0                      |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>12.54</u> % .....                                                      |                       |                        |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                             |                       |                        |
| <b>a</b> Present value of excess contributions (line 38a from prior year) .....                                                            |                       | 21503                  |
| <b>b</b> Interest on (a) using prior year's effective interest rate of <u>5.41</u> % except as otherwise provided (see instructions) ..... |                       | 1163                   |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....                                              |                       | 22666                  |
| <b>d</b> Portion of (c) to be added to prefunding balance .....                                                                            |                       | 0                      |
| <b>12</b> Other reductions in balances due to elections or deemed elections .....                                                          | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                               | 0                     | 0                      |

| <b>Part III Funding Percentages</b>                                                                                                                                        |           |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 99.27 % |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 99.27 % |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 80.70 % |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | <b>17</b> | %       |

| <b>Part IV Contributions and Liquidity Shortfalls</b>                                    |                                   |                                 |                          |                                   |                                 |
|------------------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| <b>18</b> Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                                 | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 04/08/2013                                                                               | 4423391                           |                                 |                          |                                   |                                 |
| 07/12/2013                                                                               | 4423391                           |                                 |                          |                                   |                                 |
| 10/09/2013                                                                               | 4423391                           |                                 |                          |                                   |                                 |
| 12/12/2013                                                                               | 168300000                         |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 | <b>Totals ►</b>          | <b>18(b)</b>                      | 181570173                       |
|                                                                                          |                                   |                                 |                          | <b>18(c)</b>                      | 0                               |

|                                                                                                                                                                                             |            |           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| <b>19</b> Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:                                                        |            |           |
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years. ....                                                                                        | <b>19a</b> | 0         |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                                                                                          | <b>19b</b> | 0         |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date .....                                                                     | <b>19c</b> | 170775958 |
| <b>20</b> Quarterly contributions and liquidity shortfalls:                                                                                                                                 |            |           |
| <b>a</b> Did the plan have a "funding shortfall" for the prior year? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                              |            |           |
| <b>b</b> If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |            |           |
| <b>c</b> If line 20a is "Yes," see instructions and complete the following table as applicable:                                                                                             |            |           |

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

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

|                                                                                                                                                                                              |                       |                       |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                       |                       |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>5.54% | 2nd segment:<br>6.85% | 3rd segment:<br>7.52 % | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code).....                                                                                                                                                  |                       |                       |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                       |                       |                        | <b>22</b> 63                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                       |                       |                        |                                                     |

**Part VI Miscellaneous Items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....                             | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....                                    | <b>27</b>                                                           |

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

|                                                                                                                                     |           |   |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contributions for all prior years .....                                                           | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (line 28 minus line 29) .....                                   | <b>30</b> | 0 |

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6) .....                                                                                                                                           | <b>31a</b>          | 5447290            |               |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           | <b>31b</b>          | 0                  |               |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |               |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 6586481             | 13344744           |               |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |               |
| <b>33</b> 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 ..... | <b>33</b>           |                    |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...                                                            | <b>34</b>           | 18792034           |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                | 0                   | 0                  | 0             |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  | <b>36</b>           | 18792034           |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) .....                                                  | <b>37</b>           | 170775958          |               |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       | <b>38a</b>          | 151983924          |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          | 0                  |               |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      | <b>39</b>           | 0                  |               |
| <b>40</b> Unpaid minimum required contributions for all years.....                                                                                                                   | <b>40</b>           | 0                  |               |

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

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2012</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2012 or fiscal plan year beginning 12/31/2012 and ending 12/30/2013

|                                                                                   |                                                             |
|-----------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>A</b> Name of plan<br>AKZONOBEL RETIREMENT PLAN                                | <b>B</b> Three-digit plan number (PN) ▶ 001                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>AKZO NOBEL, INC. | <b>D</b> Employer Identification Number (EIN)<br>56-1349341 |

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| NORTHERN TRUST COMPANY                                                                                            |
| 36-1561860                                                                                                        |

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation  |
|                                                                                                                   |
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|                                                                                                                   |

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|                                                                                                                   |

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

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

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

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

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

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

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

TOWERS WATSON PENNSYLVANIA INC.

23-1159360

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 11 50                  | NONE                                                                                              | 3337345                                                                | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

TBG SERVICES, INC.

65-0391632

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28 50 51               | NONE                                                                                              | 838810                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

TOWERS WATSON INVESTMENT SRVC INC.

52-1868818

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 16 70 15 50            | NONE                                                                                              | 1013269                                                                | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

PACIFIC INVESTMENT MGMT COMPANY

33-0629048

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28 50 51               | NONE                                                                                              | 799632                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

JENNISON ASSOCIATES LLC

52-2069785

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28 50 51               | NONE                                                                                              | 424850                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

NORTHERN TRUST COMPANY

36-1561860

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 21 50                  | NONE                                                                                              | 548217                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

ALTRINISIC GLOBAL ADVISORS, LLC

30-0016268

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 27 50                  | NONE                                                                                              | 415517                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

MARATHON

44-6201673

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28 50 51               | NONE                                                                                              | 66961                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

LORD ABBETT AND COMPANY

13-5620131

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28 50 51               | NONE                                                                                              | 103014                                                                 | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

CLIFTON GROUP

41-0995965

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28 50 51               | NONE                                                                                              | 29211                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

THE CLIFTON GROUP

20-0292745

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 28 50 51               | NONE                                                                                              | 49940                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

THOMPSON AND HINE LLP

34-0575300

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 29 50                  | NONE                                                                                              | 62017                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

GRANT THORNTON LLP

36-6055558

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 10 50                         | NONE                                                                                                     | 44273                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

ROGGE GLOBAL PARTNERS INC.

06-1307171

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28 50 51                      | NONE                                                                                                     | 43683                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

PECKS MANAGEMENT

11-3015963

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 28 50                         | NONE                                                                                                     | 40623                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

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

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

DATAMATION IMAGING SERVICES

36-4303011

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 16 70 17 50            | NONE                                                                                              | 16117                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

INDEPENDENT INSURANCE ANALYSTS LLC

13-4206965

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 16 50 23 26            | NONE                                                                                              | 20000                                                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

SMALL WORLD SOLUTIONS LLC

94-3389460

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 18 50                  | NONE                                                                                              | 9635                                                                   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**Part I Service Provider Information (continued)**

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

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

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

|                                                                                    |                                  |
|------------------------------------------------------------------------------------|----------------------------------|
| <b>a</b> Name: GRANT THORNTON LLP                                                  | <b>b</b> EIN: 36-6055558         |
| <b>c</b> Position: PLAN AUDITOR                                                    |                                  |
| <b>d</b> Address: 175 W. JACKSON BOULEVARD<br>20TH FLOOR<br>CHICAGO, IL 60604-2687 | <b>e</b> Telephone: 312-856-0200 |
|                                                                                    |                                  |

Explanation: CHANGE IN PLAN AUDITORS DUE TO PRICING

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                                                                                                                                                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

For calendar plan year 2012 or fiscal plan year beginning 12/31/2012 and ending 12/30/2013

|                                                                                                 |                                                                    |            |
|-------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>AKZONOBEL RETIREMENT PLAN</u>                                       | <b>B</b> Three-digit plan number (PN)                              | <u>001</u> |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>AKZO NOBEL, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>56-1349341</u> |            |

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

|                                                                                              |                               |                                                                                                                     |
|----------------------------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>ROGGE EMERGING MARKETS CURRENCY FD</u>     |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>OLD MUTUAL ASSET MANAGEMENT TRUST C</u> |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>20-4742534-049</u>                                                        | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3656942</u>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>LORD ABBETT INTERN'L CORE EQUITY TR</u>    |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>LORD ABBETT AND COMPANY LLC</u>         |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>26-2710569-001</u>                                                        | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>        |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTGI CLTV SHORT-TERM INVSTMENT FUND</u>    |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>NORTHERN TRUST GLOBAL INVESTMENTS</u>   |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>45-6138589-084</u>                                                        | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>16808611</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTGI-QM CLTV RUSSELL 2000 INDEX</u>        |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>NORTHERN TRUST INVESTMENTS, N.A.</u>    |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>45-6138589-009</u>                                                        | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>        |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>NTGI-QM CLTV S&amp;P 500 INDEX LEND</u>    |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>NORTHERN TRUST INVESTMENTS, N.A.</u>    |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>45-6138589-001</u>                                                        | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>19167477</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>MARATHON-LONDON GLOBAL INV TRUST I</u>     |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a): <u>MARATHON ASSET MANAGEMENT LIMITED</u>   |                               |                                                                                                                     |
| <b>c</b> EIN-PN <u>04-3258243-001</u>                                                        | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>        |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                               |                               |                                                                                                                     |
| <b>b</b> Name of sponsor of entity listed in (a):                                            |                               |                                                                                                                     |
| <b>c</b> EIN-PN                                                                              | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                 |

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

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

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

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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2012 or fiscal plan year beginning <u>12/31/2012</u> and ending <u>12/30/2013</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                           |
| <b>A</b> Name of plan<br><u>AKZONOBEL RETIREMENT PLAN</u>                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> <u>001</u>     |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>AKZO NOBEL, INC.</u>                                                                                                                                                                                 |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><u>56-1349341</u>                        |

| Part I Asset and Liability Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                 |                       |                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                 |                       |                 |
| Assets                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 | (a) Beginning of Year | (b) End of Year |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       |                       | 2827290         |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b>    | 21466347              | 0               |
| <b>(2)</b> Participant contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>    | 6405182               | 1947444         |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(1)</b>    | 12470426              | 31272655        |
| <b>(2)</b> U.S. Government securities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(2)</b>    | 91488214              | 11959559        |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b> |                       | 40236858        |
| <b>(B)</b> All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(3)(B)</b> | 353039412             | 47467344        |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b> | 363280                | 0               |
| <b>(B)</b> Common .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(4)(B)</b> | 56147257              | 0               |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>    |                       | 47692080        |
| <b>(6)</b> Real estate (other than employer real property) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(8)</b>    |                       |                 |
| <b>(9)</b> Value of interest in common/collective trusts.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1c(9)</b>    | 192169671             | 39633030        |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>   | 133613316             | 31772759        |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(15)</b>   | 78852637              | 36413917        |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 946015742             | 291222936       |

**Liabilities**

|                                                                           |           |         |          |
|---------------------------------------------------------------------------|-----------|---------|----------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |         | 34538762 |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 1984957 | 1685156  |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |         |          |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |         |          |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 1984957 | 36223918 |

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 944030785 | 254999018 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**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 |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 181570174  |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 181570174 |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 22830      |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> | 1579006    |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> | 13899557   |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> | 1473588    |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 16974981  |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> | 5689       |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> | 1388269    |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 662110     |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 2056068   |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> | 428920138  |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> | 432977826  |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | -4057688  |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> | -34125127  |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            | -34125127 |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                             | 2b(6)  |            | 35550009  |
| (7) Net investment gain (loss) from pooled separate accounts .....                             | 2b(7)  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                     | 2b(8)  |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                           | 2b(9)  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)..... | 2b(10) |            | -2903236  |
| c Other income.....                                                                            | 2c     |            | 1764812   |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 196829993 |

**Expenses**

|                                                                                     |       |           |           |
|-------------------------------------------------------------------------------------|-------|-----------|-----------|
| e Benefit payment and payments to provide benefits:                                 |       |           |           |
| (1) Directly to participants or beneficiaries, including direct rollovers .....     | 2e(1) | 200797673 |           |
| (2) To insurance carriers for the provision of benefits .....                       | 2e(2) |           |           |
| (3) Other .....                                                                     | 2e(3) | 675000000 |           |
| (4) Total benefit payments. Add lines 2e(1) through (3).....                        | 2e(4) |           | 875797673 |
| 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) | 5021239   |           |
| (2) Contract administrator fees .....                                               | 2i(2) | 9500      |           |
| (3) Investment advisory and management fees .....                                   | 2i(3) | 2812241   |           |
| (4) Other .....                                                                     | 2i(4) | 2221107   |           |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |           | 10064087  |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |           | 885861760 |

**Net Income and Reconciliation**

|                                                         |       |  |            |
|---------------------------------------------------------|-------|--|------------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | -689031767 |
| 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: **BAKER TILLY VIRCHOW KRAUSE, LLP**

(2) EIN: **39-0859910**

**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  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>c</b> 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  |         |
| <b>d</b> 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  |         |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                      | X   |    | 5000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                      |     | X  |         |
| <b>g</b> 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  |         |
| <b>h</b> 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  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                | X   |    |         |
| <b>j</b> 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   |    |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                           |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                           |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                  |     | X  |         |
| <b>n</b> 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) |
|--------------|-------------|
|              |             |
|              |             |
|              |             |
|              |             |
|              |             |

## Part V Trust Information (optional)

**6a** Name of trust

**6b** Trust's EIN

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                              |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>2012</b>                                    |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            | <b>This Form is Open to Public Inspection.</b> |

For calendar plan year 2012 or fiscal plan year beginning 12/31/2012 and ending 12/30/2013

|                                                                                          |                                                                    |
|------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>AKZONOBEL RETIREMENT PLAN</u>                                | <b>B</b> Three-digit plan number (PN) ▶<br><u>001</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>AKZO NOBEL, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>56-1349341</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u>    |
| <b>2</b> 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):<br><br>EIN(s): <u>36-6036794</u> |          |             |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |             |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> | <u>4349</u> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                                        |                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | <input type="checkbox"/> N/A            |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                                        |                                         |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                                        |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....                                                                                                                                                                                                                            | <b>6a</b>                    |                                        |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                                | <b>6b</b>                    |                                        |                                         |
| <b>c</b> 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).....                                                                                                                                                                                                                           | <b>6c</b>                    |                                        |                                         |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                                        |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes | <input type="checkbox"/> No            | <input type="checkbox"/> N/A            |
| <b>8</b> 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?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No            | <input checked="" type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                              |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input checked="" type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                      | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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: 30% Investment-Grade Debt: 55% High-Yield Debt: 0% Real Estate: 0% Other: 15%

- 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):



BAKER TILLY

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205 N Michigan Ave  
Chicago, IL 60601-5927  
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fax 312 729 8199  
bakertilly.com

## INDEPENDENT AUDITORS' REPORT

AkzoNobel Retirement Plans Committee  
AkzoNobel Retirement Plan  
Chicago, IL

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of AkzoNobel Retirement Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 30, 2013 and the related statement of changes in net assets available for benefits for the year then ended and the statement of accumulated plan benefits as of December 30, 2012 and the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

### ***Management's Responsibility for the Financial Statements***

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

### ***Auditors' Responsibility***

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

### ***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (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 6, which was certified by Northern Trust (Trustee), except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investments and executes investment transactions. The Plan administrator has obtained a certification from the Trustee, as of and for the year then ended December 30, 2013, that the information provided to the Plan administrator by the Trustee is complete and accurate.

### ***Disclaimer of Opinion***

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

### ***Other Matter - Supplemental Schedules***

The supplemental schedule of assets (held at the end of the year) as of December 30, 2013 and the schedule of reportable transactions for the year then ended, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

### ***Other Matter—2012 Financial Statements***

The financial statements of the Plan as of December 30, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the Trustee. Their report, dated June 28, 2013, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

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

*Baker Tilly Virchow Krause, LLP*

Chicago, Illinois  
October 15, 2014

### **Schedule SB - Statement by Enrolled Actuary**

|                          |                           |
|--------------------------|---------------------------|
| <b>Plan Sponsor</b>      | Akzo Nobel, Inc.          |
| <b>EIN/PN</b>            | 56-1349341/001            |
| <b>Plan Name</b>         | AkzoNobel Retirement Plan |
| <b>Valuation Date</b>    | December 31, 2012         |
| <b>Enrolled Actuary</b>  | Nicole M. Stopoulos       |
| <b>Enrollment Number</b> | 14-05133                  |

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

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

**Schedule SB, line 22 -- Description of Weighted Average Retirement Age**

**AkzoNobel Retirement Plan**

EIN: 56-1349341

Plan Number: 001

For each active participant, an expected retirement age was calculated weighted in proportion to the probability (as shown in the retirement rates table in the attachments to Schedule SB, Part V – Statement of Actuarial Assumptions/Methods) that the individual would remain an active participant to each age and then retire at that age. The plan's weighted average retirement age of 63 is the arithmetic average of the expected retirement ages of all participants on December 31, 2012.

**Schedule SB, line 25 -- Change in Method**

**AkzoNobel Retirement Plan**

EIN: 56-1349341

Plan Number: 001

The valuation software used to produce the actuarial information submitted on this schedule has been changed and such modification may be considered to be a method change. The percentage changes in funding target, target normal cost and plan assets due to the refinements in the software are each less than 2% (disregarding the effects of any changes that are automatically approved under final IRC 430 regulations), and the modifications to the software were designed to produce results no less accurate than the results produced by the software prior to the change. Therefore the change in funding method due to a change in valuation software receives automatic approval under IRS Announcement 2010-3.

**Schedule SB, Line 26 - Schedule of Active Participant Data**  
**AkzoNobel Retirement Plan**  
**EIN 56-1349341 / PN 001**

| Attained Age | Count | Total Years of Credited Service |        |        |          |          |          |          |          |          |         | Total |
|--------------|-------|---------------------------------|--------|--------|----------|----------|----------|----------|----------|----------|---------|-------|
|              |       | Under 1                         | 1 to 4 | 5 to 9 | 10 to 14 | 15 to 19 | 20 to 24 | 25 to 29 | 30 to 34 | 35 to 39 | 40 & up |       |
| Under 25     | Count | 0                               | 1      | 0      | 0        | 0        | 0        | 0        | 0        | 0        | 0       | 1     |
| 25 to 29     | Count | 4                               | 10     | 2      | 0        | 0        | 0        | 0        | 0        | 0        | 0       | 16    |
| 30 to 34     | Count | 30                              | 50     | 45     | 9        | 0        | 0        | 0        | 0        | 0        | 0       | 134   |
| 35 to 39     | Count | 32                              | 78     | 107    | 46       | 8        | 2        | 0        | 0        | 0        | 0       | 273   |
| 40 to 44     | Count | 22                              | 96     | 173    | 139      | 59       | 14       | 2        | 0        | 0        | 0       | 505   |
| 45 to 49     | Count | 19                              | 107    | 137    | 186      | 144      | 92       | 31       | 5        | 0        | 0       | 721   |
| 50 to 54     | Count | 28                              | 115    | 122    | 179      | 164      | 148      | 116      | 32       | 1        | 0       | 905   |
| 55 to 59     | Count | 15                              | 63     | 108    | 131      | 137      | 136      | 130      | 96       | 23       | 0       | 839   |
| 60 to 64     | Count | 5                               | 35     | 42     | 63       | 69       | 63       | 75       | 79       | 34       | 10      | 475   |
| 65 to 69     | Count | 1                               | 12     | 13     | 23       | 11       | 6        | 10       | 11       | 11       | 3       | 101   |
| 70 & up      | Count | 0                               | 1      | 1      | 3        | 2        | 0        | 0        | 2        | 2        | 1       | 12    |
| Total        | Count | 156                             | 568    | 750    | 779      | 594      | 461      | 364      | 225      | 71       | 14      | 3,982 |

Average Age: 51.2      Average Service: 14.6

**Schedule SB, Line 26 - Schedule of Active Participant Data - Cash Balance Participants Only**  
**AkzoNobel Retirement Plan**  
**EIN 56-1349341 / PN 001**

| Attained Age |                      | Total Years of Credited Service |        |        |          |          |          |          |          |          |         |   | Total  |
|--------------|----------------------|---------------------------------|--------|--------|----------|----------|----------|----------|----------|----------|---------|---|--------|
|              |                      | Under 1                         | 1 to 4 | 5 to 9 | 10 to 14 | 15 to 19 | 20 to 24 | 25 to 29 | 30 to 34 | 35 to 39 | 40 & up |   |        |
| Under 25     | Count                | 0                               | 0      | 0      | 0        | 0        | 0        | 0        | 0        | 0        | 0       | 0 | 0      |
|              | Average Cash Balance |                                 |        |        |          |          |          |          |          |          |         |   |        |
| 25 to 29     | Count                | 4                               | 7      | 1      | 0        | 0        | 0        | 0        | 0        | 0        | 0       | 0 | 12     |
|              | Average Cash Balance |                                 |        |        |          |          |          |          |          |          |         |   |        |
| 30 to 34     | Count                | 23                              | 37     | 27     | 1        | 0        | 0        | 0        | 0        | 0        | 0       | 0 | 88     |
|              | Average Cash Balance | 2,165                           | 5,658  | 17,540 |          |          |          |          |          |          |         |   | 8,585  |
| 35 to 39     | Count                | 23                              | 55     | 65     | 12       | 1        | 0        | 0        | 0        | 0        | 0       | 0 | 156    |
|              | Average Cash Balance | 2,033                           | 7,605  | 22,614 |          |          |          |          |          |          |         |   | 15,154 |
| 40 to 44     | Count                | 15                              | 55     | 94     | 71       | 23       | 0        | 0        | 0        | 0        | 0       | 0 | 258    |
|              | Average Cash Balance |                                 | 10,586 | 24,726 | 38,767   | 45,677   |          |          |          |          |         |   | 26,100 |
| 45 to 49     | Count                | 15                              | 56     | 81     | 86       | 86       | 31       | 2        | 0        | 0        | 0       | 0 | 357    |
|              | Average Cash Balance |                                 | 9,733  | 28,174 | 43,726   | 54,914   | 62,693   |          |          |          |         |   | 37,808 |
| 50 to 54     | Count                | 24                              | 67     | 77     | 98       | 107      | 65       | 32       | 0        | 0        | 0       | 0 | 470    |
|              | Average Cash Balance | 2,523                           | 12,169 | 33,532 | 50,468   | 70,283   | 103,311  | 112,802  |          |          |         |   | 55,849 |
| 55 to 59     | Count                | 13                              | 33     | 70     | 71       | 95       | 61       | 62       | 34       | 2        | 0       | 0 | 441    |
|              | Average Cash Balance |                                 | 14,509 | 33,940 | 53,815   | 84,427   | 130,354  | 140,251  | 125,748  |          |         |   | 81,596 |
| 60 to 64     | Count                | 1                               | 25     | 31     | 31       | 41       | 26       | 32       | 38       | 11       | 0       | 0 | 236    |
|              | Average Cash Balance |                                 | 16,562 | 35,853 | 58,655   | 72,437   | 138,960  | 160,768  | 156,923  |          |         |   | 97,074 |
| 65 to 69     | Count                | 1                               | 7      | 11     | 14       | 8        | 3        | 4        | 5        | 2        | 0       | 0 | 55     |
|              | Average Cash Balance |                                 |        |        |          |          |          |          |          |          |         |   | 84,743 |
| 70 & up      | Count                | 0                               | 1      | 1      | 0        | 1        | 0        | 0        | 0        | 0        | 0       | 0 | 3      |
|              | Average Cash Balance |                                 |        |        |          |          |          |          |          |          |         |   |        |
| Total        | Count                | 119                             | 343    | 458    | 384      | 362      | 186      | 132      | 77       | 15       | 0       | 0 | 2,076  |
|              | Average Cash Balance | 2,042                           | 10,505 | 28,988 | 47,190   | 69,894   | 110,663  | 141,991  | 141,139  |          |         |   | 54,595 |

# Appendix A– Statement of actuarial assumptions and methods

## 1. Assumptions and methods for contribution purposes

### Economic Assumptions

Funding interest rate basis:

- ▶ Applicable month August 2012
- ▶ Yield curve basis Segment rates

Funding interest rates:

| Interest rates:                      | Reflecting MAP-<br>21 Corridors | Not Reflecting<br>MAP-21<br>Corridors |
|--------------------------------------|---------------------------------|---------------------------------------|
| ▶ First segment rate - 10-year rate  | 5.54%                           | 1.77%                                 |
| ▶ Second segment rate - 20-year rate | 6.85%                           | 4.67%                                 |
| ▶ Third segment rate - 30-year rate  | 7.52%                           | 5.78%                                 |
| ▶ Effective interest rate            | 6.90%                           | N/A                                   |

Interest Crediting Rate for RAP and HRAP: 4.00% for 2013 calendar year and 4.75% thereafter

**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**  
**EIN 56-1349341/ PN 001**  
**AkzoNobel Retirement Plan**

**Demographic Assumptions**

**Mortality:**

- ▶ **Healthy**                      Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2027 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2019 using Scale AA)
  
- ▶ **Disabled**                      Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2027 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2019 using Scale AA)
  
- ▶ **Lump sum conversion mortality**                      417(e)(3) Applicable Mortality Table for 2012

**Termination:**

**Rates varying by age and location, sample rates as follows:**

|     |                      | <i>Age</i> | <i>Male</i> | <i>Female</i> |
|-----|----------------------|------------|-------------|---------------|
| (a) | Headquarters,        | 20         | 62.4%       | 42.6%         |
|     | Diosynth, Inc.,      | 25         | 17.0        | 22.2          |
|     | Akzo Nobel           | 30         | 9.8         | 11.4          |
|     | Coatings, Inc.,      | 40         | 2.6         | 4.8           |
|     | Coatings Master      | 50         | 1.3         | 1.3           |
|     |                      | 55         | 0.6         | 0.6           |
|     |                      | 60         | 0.0         | 0.0           |
| (b) | Akzo Nobel           | 20         | 25.0%       | 42.0%         |
|     | Chemicals, Inc.,     | 25         | 22.2        | 34.4          |
|     | PBI Inc., Functional | 30         | 17.2        | 21.0          |
|     | Chemicals (LIMA)     | 40         | 13.0        | 15.9          |
|     |                      | 50         | 10.4        | 10.4          |
|     |                      | 55         | 6.8         | 6.8           |
|     |                      | 60         | 0.0         | 0.0           |
| (c) | Organon,             | 20         | 13.0%       | 17.0%         |
|     | Organon Teknika,     | 25         | 13.0        | 17.4          |
|     | Intervet America     | 30         | 12.2        | 16.4          |
|     |                      | 40         | 9.4         | 11.0          |
|     |                      | 50         | 6.3         | 4.2           |
|     |                      | 55         | 3.8         | 2.1           |
|     |                      | 60         | 0.0         | 0.0           |
| (d) | EKA Chemicals,       | 20         | 28.2%       | 54.0%         |
|     | Chemicals Master     | 25         | 18.6        | 43.6          |
|     |                      | 30         | 13.4        | 23.6          |
|     |                      | 40         | 6.7         | 11.6          |
|     |                      | 50         | 3.3         | 5.0           |
|     |                      | 55         | 2.1         | 2.5           |
|     |                      | 60         | 0.0         | 0.0           |

**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**  
**EIN 56-1349341/ PN 001**  
**AkzoNobel Retirement Plan**

| Termination (cont.) |                                                       | <i>Age</i> | <i>Male</i> | <i>Female</i> |
|---------------------|-------------------------------------------------------|------------|-------------|---------------|
| (e)                 | ICI Consolidated -<br>Paints                          | 20         | 15.0%       | 15.0%         |
|                     |                                                       | 25         | 12.0        | 12.0          |
|                     |                                                       | 30         | 9.0         | 9.0           |
|                     |                                                       | 40         | 4.0         | 4.0           |
|                     |                                                       | 50         | 0.0         | 0.0           |
|                     |                                                       | 55         | 0.0         | 0.0           |
|                     |                                                       | 60         | 0.0         | 0.0           |
| (f)                 | ICI Consolidated -<br>National Starch<br>(Non Paints) | 20         | 12.5%       | 12.5%         |
|                     |                                                       | 25         | 10.0        | 10.0          |
|                     |                                                       | 30         | 7.5         | 7.5           |
|                     |                                                       | 40         | 3.0         | 3.0           |
|                     |                                                       | 50         | 0.0         | 0.0           |
|                     |                                                       | 55         | 0.0         | 0.0           |
|                     |                                                       | 60         | 0.0         | 0.0           |

**Disability:**

- ▶ RAP 50% of 1974 Social Security Study
- ▶ HRAP Columbus, ANI Hourly 100% of 1974 Social Security Study
- ▶ ICI Consolidated

| <i>Age</i> | <i>Rate</i> |
|------------|-------------|
| 25         | 0.06%       |
| 30         | 0.06        |
| 40         | 0.11        |
| 50         | 0.46        |
| 55         | 1.02        |
| 60         | 1.61        |

**Retirement:**

| ▶ Actives:                                     | <i>Age</i> | <i>Rate</i> |
|------------------------------------------------|------------|-------------|
| Coatings Master<br>(Sikkens, Hanna,<br>Powder) | 65         | 1.00        |

| ICI Consolidated -<br>National Starch (Non<br>Paints) | <i>Age</i> | <i>Eligible for Unreduced<br/>Benefits</i> | <i>Not Eligible for<br/>Unreduced<br/>Benefits</i> |
|-------------------------------------------------------|------------|--------------------------------------------|----------------------------------------------------|
|                                                       | 55-59      | .20                                        | .10                                                |
|                                                       | 60-61      | .30                                        | .15                                                |
|                                                       | 62-64      | .60                                        | .30                                                |
|                                                       | 65         | 1.00                                       | 1.00                                               |

**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**  
**EIN 56-1349341/ PN 001**  
**AkzoNobel Retirement Plan**

Retirement (cont.)

| ICI Consolidated - Paints | Age   | Rate |
|---------------------------|-------|------|
|                           | 55-61 | .04  |
|                           | 62    | .30  |
|                           | 63    | .20  |
|                           | 64    | .20  |
|                           | 65    | 1.00 |
| All others                | Age   | Rate |
|                           | 55-59 | .02  |
|                           | 60-61 | .05  |
|                           | 62    | .25  |
|                           | 63    | .20  |
|                           | 64    | .20  |
|                           | 65    | 1.00 |

► Inactives: ICI Consolidated: Retirement age is assumed to be age 65.

All others: Retirement age is assumed to be age 65 or earliest unreduced age for all deferred vested inactive groups.

Terminated vested participants over Normal Retirement Age are assumed to retire immediately with make-up payments from Normal Retirement Date, increased with interest based on the first segment rate of the "applicable interest rate" as defined in Section 417(e)(3) of the code for the month of September preceding the valuation date.

Form of payment

For RAP and HRAP actives, all participants who are eligible to choose a lump sum payment are assumed to do so with 80% taking an immediate lump sum and the remaining 20% deferring the lump sum payment until age 65.

For RAP and HRAP participants with pending lump sums, those who terminated in the previous two years are assumed to take an immediate lump sum and the remaining participants defer payment until age 65.

For Chemicals Master (Deer Park, McCook, Morris, and Pasadena), Coatings Master (Powder) and ICI Consolidated - National Starch (Non Paints) Salaried all participants who are eligible to choose a lump sum are assumed to do so immediately.

Life annuity for all others except 10-year certain and continuous for Closed/Sold (Chemicals Edison).

Percentage married

- ICI Consolidated: 90%
- All Others: 80%

Spouse age Wives assumed 3 years younger than husbands.

**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**  
**EIN 56-1349341/ PN 001**  
**AkzoNobel Retirement Plan**

Valuation earnings:

- ▶ Coatings Master (Powder)      See Plan Provisions
- ▶ All Others      Not applicable

Administrative Expenses:      Plan-related expenses equal to prior year's expenses were added to the target normal cost

### Methods

- ▶ Valuation date      First day of plan year
- ▶ Funding target and target normal cost      Present value of accrued benefits
- ▶ Actuarial value of assets      "Smoothing" – Average of market values (adjusted for contributions, benefit/expense payments, and expected investment returns) as of the valuation date and prior two valuation dates. Asset values can be no less than 90% of fair market value and no more than 110% of fair market value, including discounted contributions receivable for the prior plan year.

### Benefits Not Valued

All benefits were valued except those described as not valued in the Plan Provisions section.

### Changes in Assumptions and Methods Since Last Year

The funding interest rate basis was updated to the 24-month average segment rates for August 2012 based on yields through July 2012.

The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

The lump sum conversion mortality table was updated to the 417(e) Applicable Mortality Table for 2012.

### Sources of Valuation Data

The primary source of participant data for the current valuation is a census of all participants supplied by Akzo Nobel Inc. The data was provided as of December 31, 2012.

**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**  
**EIN 56-1349341/ PN 001**  
**AkzoNobel Retirement Plan**

**Missing or Incomplete Data**

We made the following assumptions for missing or incomplete data. For missing dates (hire, birth, retirement), we used the average data for all similar participants in that plan. For missing benefits for deferred inactives or participants currently receiving benefits, we used the benefit from the prior year's data if available; otherwise, we estimated the benefit according to the plan provisions. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

**Assets**

The asset data supplied by the Trustee was used by Towers Watson without further audit. Akzo Nobel Inc. provided the dates and amounts of the prior plan year contributions that were paid in 2012. All of this information has been relied upon by Towers Watson. We are not aware of any errors or omissions in the asset data that would have a significant effect on the results of our calculations.

## Summary of plan provisions

### Plan Provisions – AkzoNobel Retirement Plan

The AkzoNobel Retirement Plan is a merger of previously separate plans. Effective December 31, 2010, assets and liabilities for participants of the AkzoNobel Master Hourly Retirement Plan and the AkzoNobel Consolidated Pension Plan for Employees of ICI were merged into the AkzoNobel Retirement Account Plan. The plan was renamed the AkzoNobel Retirement Plan effective December 31, 2010. The following summarizes the plan provisions applicable to the primary groups that participate in the plan.

**Schedule SB, Part V – Summary of Plan Provision**  
**EIN 56-1349341/ PN 001**  
**AkzoNobel Retirement Plan**

**Plan Provisions – AkzoNobel Retirement Account Plan**

|                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                         |            |
|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|------------|
| Plan name                  | Salaried Plan — Retirement Account Plan (RAP)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Effective date          | 12/31/1975 |
| Plan number                | 001                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Restated effective date | 12/31/1997 |
| Type of plan               | Final Average Pay (former ANRP formula)<br>Cash Balance                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                         |            |
| Plan configuration         | Merger of previously separate plans. Some common provisions, with individual company variations for service dates, benefit formulas, minimums and offsets. Closed/Sold and HRAP were merged in effective December 30, 2008.                                                                                                                                                                                                                                                                                                                        |                         |            |
| Eligibility to participate | Salaried and certain hourly employees on later of date of hire or age 21. Effective January 1, 1998, participants between the ages of 40 and 55 had the option to remain under the ANRP formula or to choose the cash balance. Participants beyond age 55 or who had 30 years of service remained under the ANRP formula and participants under age 40 fall under the cash balance provisions. All new participants after January 1, 1998 will be under the cash balance provisions. Employees hired on or after October 1, 2006 are not eligible. |                         |            |
| Benefit service            | Former ANRP: All continuous service (see comments)<br>Cash Balance: One year for each 12 month period of 1,000 hours<br>Benefit service is frozen at the earlier of December 31, 2006 or date of termination.                                                                                                                                                                                                                                                                                                                                      |                         |            |
| Vesting                    | 0% first 5 years of service — 100% thereafter. Effective December 31, 2008,<br>0% first 3 years of service — 100% thereafter.                                                                                                                                                                                                                                                                                                                                                                                                                      |                         |            |
| Normal form                | Life Annuity                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                         |            |

**Benefit**

**Eligibility**

**Annual Amount**

November 2013  
Subject to applicable reliances and limitations

**Schedule SB, Part V – Summary of Plan Provision**  
**EIN 56-1349341/ PN 001**  
**AkzoNobel Retirement Plan**

**ANRP Formula**

|                   |                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|-------------------|------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement | Age 65 and 5 years of service (age 65 if employed on 12/31/1988) | <p>The sum of (1), (2), and (3), all of which were frozen as of December 31, 2006, but not less than (4):</p> <ol style="list-style-type: none"><li>(1) 1.1% of final average earnings (highest 60 months out of last 120) up to Social Security covered compensation times benefit service up to 35 years.</li><li>(2) 1.6% of final average earnings in excess of Social Security covered compensation times benefit service up to 35 years.</li><li>(3) 1.1% of final average earnings times benefit service in excess of 35 years, but not more than 40 years.</li><li>(4) The benefit accrued as of December 30, 1989.</li></ol> <p>Note: Participants over age 55 or with 30 years of service at January 1, 1998 may receive their benefits in a lump sum payment.</p> <p>For benefit service earned before January 1, 1991, earnings refers to base compensation paid plus shift differential (for employees of Reliance Universal, earnings include that portion of earned commission necessary to increase earnings to \$50,000).</p> <p>For benefit service earned between January 1, 1991 and December 31, 2000, earnings refers to base compensation paid plus shift differential, sales commissions, overtime paid and the portion of the EVA bonus that is equal to the historical percentage of the performance related bonus (PRP).</p> <p>For benefit service earned after December 31, 2000, earnings refers to base compensation paid plus shift differential, sales commissions, overtime paid and EVA bonuses paid under designated programs.</p> |
|-------------------|------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Schedule SB, Part V – Summary of Plan Provision  
 EIN 56-1349341/ PN 001  
 AkzoNobel Retirement Plan

| Benefit                                 | Eligibility                                                         | Annual Amount                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |       |       |     |     |     |     |     |     |    |     |     |     |     |     |
|-----------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|-------|-----|-----|-----|-----|-----|-----|----|-----|-----|-----|-----|-----|
| <b><u>ANRP Formula</u></b><br>(cont'd.) |                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |       |       |     |     |     |     |     |     |    |     |     |     |     |     |
| Normal retirement<br>(cont'd.)          |                                                                     | <p>For the portion of the EVA bonus considered PRP bonus to be used for service between January 1, 1991 and December 31, 2000, the following percentage of the EVA bonus will be used for the pay grade levels shown below. For participants not in these grade levels, the EVA bonus equals the PRP bonus.</p> <table><tr><th>Grade</th><th>PRP %</th></tr><tr><td>SE1</td><td>63%</td></tr><tr><td>SE2</td><td>55%</td></tr><tr><td>SE3</td><td>50%</td></tr><tr><td>TE</td><td>44%</td></tr><tr><td>TEA</td><td>44%</td></tr><tr><td>TEC</td><td>44%</td></tr></table> <p>All earnings are limited as required by IRC Section 401(a)(17).<br/>Minimum Final Average Earnings: \$35,280 (\$39,600 for Intervet).<br/>Social Security covered compensation is the average of the Social Security wage bases for the 35-year period ending in the year of an employee's Social Security retirement age.</p> | Grade | PRP % | SE1 | 63% | SE2 | 55% | SE3 | 50% | TE | 44% | TEA | 44% | TEC | 44% |
| Grade                                   | PRP %                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |       |       |     |     |     |     |     |     |    |     |     |     |     |     |
| SE1                                     | 63%                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |       |       |     |     |     |     |     |     |    |     |     |     |     |     |
| SE2                                     | 55%                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |       |       |     |     |     |     |     |     |    |     |     |     |     |     |
| SE3                                     | 50%                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |       |       |     |     |     |     |     |     |    |     |     |     |     |     |
| TE                                      | 44%                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |       |       |     |     |     |     |     |     |    |     |     |     |     |     |
| TEA                                     | 44%                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |       |       |     |     |     |     |     |     |    |     |     |     |     |     |
| TEC                                     | 44%                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |       |       |     |     |     |     |     |     |    |     |     |     |     |     |
| Early retirement                        | Age 55 and 10 years of service                                      | Reduced ½% per month from age 62.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |       |       |     |     |     |     |     |     |    |     |     |     |     |     |
| Postponed retirement                    | Over age 65                                                         | Normal retirement benefit including continued service and earnings.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |       |       |     |     |     |     |     |     |    |     |     |     |     |     |
| Disability retirement                   | Receipt of Social Security benefit and Akzo Nobel LTD plan benefits | Benefit service continues to normal retirement date or December 31, 2006, if earlier. Final average earnings and Social Security covered compensation determined at date of disability. Payments begin at age 65, or when the LTD benefits end, if later.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |       |       |     |     |     |     |     |     |    |     |     |     |     |     |
| Deferred vested retirement              | Age 55 and 5 years of service                                       | Reduced ½% per month from age 65.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |       |       |     |     |     |     |     |     |    |     |     |     |     |     |

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| Benefit                              | Eligibility                    | Annual Amount                                                                                                                                                                                                                                                                           |
|--------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b><u>ANRP Formula (cont'd.)</u></b> |                                |                                                                                                                                                                                                                                                                                         |
| Preretirement death:                 |                                |                                                                                                                                                                                                                                                                                         |
| Prior to earliest retirement date    | 5 years of service             | 50% joint and survivor, reduced for early commencement, payable when participant would have been first eligible to receive benefits. If no surviving spouse, 5-year certain benefit, reduced for early commencement, payable to beneficiary at date first eligible to receive benefits. |
| After earliest retirement date       | Age 55 and 10 years of service | 50% joint and survivor reduced for early commencement, payable immediately after death. If no surviving spouse, 5-year certain benefit, reduced for early commencement, payable to beneficiary immediately after death.                                                                 |
| Prior plan benefits                  | Participation in prior plan    | See the table on the following page for an outline of those groups with prior plan benefits.                                                                                                                                                                                            |
| <b>Comments</b>                      | (1)                            | Pre-1976 Benefit Service: in accordance with prior plans. Post-1975 benefit service: full year credit for 1,000 hours; 1/12 of a year credit for each month during which at least 83 hours worked.                                                                                      |
|                                      | (2)                            | For certain groups, benefit service begins on a specified "future service only" date. See the table on the following page for an outline of ANRP benefit service dates.                                                                                                                 |
|                                      | (3)                            | Benefit service is frozen as of December 31, 2006.                                                                                                                                                                                                                                      |
|                                      | (4)                            | Earnings received after December 31, 2006 will not be used to determine any benefits under the ANRP formula.                                                                                                                                                                            |
|                                      | (5)                            | Effective December 31, 2006, there was a SERP shift of liabilities from the Akzo SERP nonqualified plan to the RAP for identified participants.                                                                                                                                         |

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An outline of the applicable ANRP Benefit Service dates and provisions for Prior Plan Benefits (if any) as follows:

| <b>Company</b>            | <b>ANRP<br/>Service Date</b> | <b>Prior Plan<br/>Participation<br/>Date</b> | <b>Prior Plan Benefit</b>                                                                                                                                                           |
|---------------------------|------------------------------|----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| ANI                       | Date of Hire                 | 10/30/1975                                   | Minimum of Prior Plan prospective benefit                                                                                                                                           |
| Enka America Inc.         |                              |                                              |                                                                                                                                                                                     |
| PCS (Charlotte)           | Date of Hire                 | None                                         | None                                                                                                                                                                                |
| Other                     | Date of Hire                 | 12/30/1975                                   | Minimum of Prior Plan prospective benefit                                                                                                                                           |
| Akzo Chemicals Inc.       |                              |                                              |                                                                                                                                                                                     |
| Pioneer Chemicals         | Date of Hire                 | 6/29/1977                                    | Minimum of Pioneer Prior Plan prospective benefit                                                                                                                                   |
| Noury Chemicals           | Date of Hire                 | 12/30/1975                                   | Minimum of Prior Plan prospective benefit                                                                                                                                           |
| Stauffer                  | Date of Hire <sup>(a)</sup>  | 7/22/1987                                    | Minimum of Cheseborough Pond's Prior Plan benefit accrued to 12/31/1987 plus RAP benefit for future accruals (offset of insured annuity covering accrued benefit through 7/31/1985) |
| New Brunswick (Interstab) | Date of Hire <sup>(b)</sup>  | 12/31/1989                                   | Minimum of Interstab Prior Plan accrued benefit to 12/31/1989                                                                                                                       |
| Filtrol                   | Date of Hire                 | 12/31/1989                                   | Minimum of Filtrol Prior Plan benefit accrued to 12/31/1989 plus RAP benefit for future accruals                                                                                    |
| Other                     | Date of Hire                 | 12/30/1975                                   | Minimum of Prior Plan prospective benefit                                                                                                                                           |
| Organon, Inc.             | Date of Hire                 | 12/30/1975                                   | Minimum of Prior Plan prospective benefit                                                                                                                                           |
| Diosynth, Inc.            | Date of Hire                 | 12/31/1984                                   | Minimum for service prior to 1/1/1985: Annuity value of Prior Diosynth Money Purchase Plan Account Balance                                                                          |
| Intervet America          | Date of Hire                 | None                                         | None                                                                                                                                                                                |

<sup>(a)</sup> Benefit service for Prior Plan participants is measured from the credited service date under the Prior Plan. In addition, certain service while an hourly employee or in the participant's waiting period will be included.

<sup>(b)</sup> Benefit service for Prior Plan participants is measured from the credited service date under the Prior Plan.

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| <b>Company</b>           | <b>ANRP<br/>Service Date</b> | <b>Prior Plan<br/>Participation<br/>Date</b> | <b>Prior Plan Benefit</b>                                              |
|--------------------------|------------------------------|----------------------------------------------|------------------------------------------------------------------------|
| Organon Teknika          |                              |                                              |                                                                        |
| Cooper                   | 12/20/1986                   | None                                         | None                                                                   |
| Warner-Lambert           | 10/11/1986                   | 10/11/1986                                   | Fixed dollar Warner-Lambert add-on benefit for past service            |
| Litton and Frederick     | 10/11/1986                   | 10/11/1986                                   | Fixed dollar Litton add-on benefit for past service                    |
| Oklahoma                 | Date of Hire                 | None                                         | None                                                                   |
| Akzo Coatings            |                              |                                              |                                                                        |
| Baxley                   | Date of Hire                 | 9/30/1986                                    | Offset of Monsanto Prior Plan Benefit accrued through 9/30/1986        |
| Sikkens                  | 9/28/1984                    | None                                         | None                                                                   |
| Aerospace Lanchem        | Date of Hire                 | None                                         | None                                                                   |
| Sikkens Car Refinishes   | Date of Hire                 | None                                         | None                                                                   |
| Wyandotte                | Date of Hire                 | None                                         | None                                                                   |
| S-R Premier              | 12/08/1988                   | None                                         | None                                                                   |
| Lovite                   | 1/11/1989                    | None                                         | None                                                                   |
| Reliance                 | Date of Hire <sup>(a)</sup>  | 12/31/1989                                   | Minimum of Reliance Universal Prior Plan accrued benefit to 12/31/1989 |
| Akzo Fibers and Polymers |                              |                                              |                                                                        |
| Fortafil Fibers          | 7/22/1987                    | None                                         | None                                                                   |
| Industrial Fibers        | 1/1/1992                     | None                                         | None                                                                   |
| Other                    | 5/10/1984 <sup>(b)</sup>     | 12/31/1988                                   | Minimum of Wilson Fiberfil Prior Plan accrued benefit to 12/31/1988    |
| PBI, Inc.                |                              |                                              |                                                                        |
| MY-K Inc.                | 7/8/1988 <sup>(c)</sup>      | None                                         | None                                                                   |
| Other                    | 7/1/1986                     | None                                         | None                                                                   |
| Dreeland Colloids        | Date of Hire                 | None                                         | None                                                                   |
| Akzo Electronic Products | Date of Hire                 | None                                         | None                                                                   |

<sup>(a)</sup> Benefit service for Prior Plan participants is measured from the credited service date under the Prior Plan. In addition, certain service while an hourly employee or in the participant's waiting period will be included.

<sup>(b)</sup> Benefit service for Prior Plan participants is measured from the credited service date under the Prior Plan.

<sup>(c)</sup> The vesting service date is also 7/8/1988.

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| Benefit                            | Eligibility                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Annual Amount                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |         |            |             |    |        |    |         |    |         |    |            |    |
|------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|------------|-------------|----|--------|----|---------|----|---------|----|------------|----|
| <b><u>Cash Balance Formula</u></b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |         |            |             |    |        |    |         |    |         |    |            |    |
| Retirement                         | 5 year service                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <p>Cash balance formula with each year's accrual as the sum of (1), (2), and (3):</p> <p>(1) A percentage of annual pay, as follows:</p> <table><tr><th>Service</th><th>Percentage</th></tr><tr><td>Less than 5</td><td>4%</td></tr><tr><td>5 to 9</td><td>5%</td></tr><tr><td>10 – 14</td><td>6%</td></tr><tr><td>15 – 19</td><td>7%</td></tr><tr><td>20 or more</td><td>8%</td></tr></table> <p>No accruals after December 31, 2006.</p> <p>(2) 4% of annual pay in excess of 80% of the Social Security wage base.</p> <p>No accruals after December 31, 2006.</p> <p>(3) Interest credit on the prior year's balance. The interest rate is the annual 10-year treasury bond rate.</p> | Service | Percentage | Less than 5 | 4% | 5 to 9 | 5% | 10 – 14 | 6% | 15 – 19 | 7% | 20 or more | 8% |
| Service                            | Percentage                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |         |            |             |    |        |    |         |    |         |    |            |    |
| Less than 5                        | 4%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |         |            |             |    |        |    |         |    |         |    |            |    |
| 5 to 9                             | 5%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |         |            |             |    |        |    |         |    |         |    |            |    |
| 10 – 14                            | 6%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |         |            |             |    |        |    |         |    |         |    |            |    |
| 15 – 19                            | 7%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |         |            |             |    |        |    |         |    |         |    |            |    |
| 20 or more                         | 8%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |         |            |             |    |        |    |         |    |         |    |            |    |
| Comments                           | <p>(1) Participants at January 1, 1998 have an opening balance based on pre-1998 service and earnings and the former ANRP formula.</p> <p>(2) Annual pay equals base pay plus shift differential, sales commissions, overtime pay, lump sum merit increases and EVA bonuses.</p> <p>(3) Pay credits will no longer be credited after December 31, 2006.</p> <p>(4) Earnings received after December 31, 2006 will not be used to determine any benefits under the RAP formula.</p> <p>(5) Effective December 31, 2006, there was a SERP shift of liabilities from the Akzo SERP nonqualified plan to the RAP for identified participants.</p> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |         |            |             |    |        |    |         |    |         |    |            |    |
| Disability retirement              | Receipt of Social Security benefit and Akzo LTD plan benefits                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Annual pay credits and interest credits continue during total disability. No pay credits will be accrued after December 31, 2006.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |         |            |             |    |        |    |         |    |         |    |            |    |
| Preretirement death                | Vested                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Account balance is payable to beneficiary.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |         |            |             |    |        |    |         |    |         |    |            |    |

**Changes in Benefits Valued Since Prior Year**

No Changes in RAP Plan Provisions Since Prior Year

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**Plan Provisions – Former HRAP Plan**

Eligibility to participate EKA Columbus Union Hourly employees on the later of date of hire or age 21. Effective February 1, 2003 plan was extended to Functional Chemicals LIMA union employees.

Benefit service One year for each 12 month period. For LIMA employees, benefit service is frozen at the earlier of December 31, 2007 or date of termination. For Columbus employees, benefit service is frozen at the earlier of January 19, 2009 or date of termination.

Normal form Life Annuity, Lump Sum optional

**Benefit**

**Eligibility**

**Annual Amount**

Retirement formula

Cash balance formula with each year's accrual as the sum of (1), (2), and (3):

- (1) A percentage of annual pay, as follows:
- | Service     | Percentage |
|-------------|------------|
| Less than 5 | 4%         |
| 5 – 9       | 5%         |
| 10 – 14     | 6%         |
| 15 – 19     | 7%         |
| 20 or more  | 8%         |
- No accruals after December 31, 2007 for LIMA employees. No accruals after January 19, 2009 for Columbus employees.
- (2) 4% of annual pay in excess of 80% of the Social Security wage base.
- No accruals after December 31, 2007 for LIMA employees. No accruals after January 19, 2009 for Columbus employees.
- (3) Interest credit on the prior year's balance. The interest rate is the annual 10-year treasury bond rate.

Comments

- (1) Annual pay equals base pay plus shift differential, sales commissions, overtime pay, lump sum merit increases and performance-related bonuses.
- (2) Pay credits will no longer be credited after December 31, 2007 for LIMA employees or after January 19, 2009 for Columbus employees.
- (3) Earnings received after December 31, 2007 for LIMA employees or after January 19, 2009 for Columbus employees will not be used to determine any benefits under the HRAP formula.



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Retirement formula (cont'd)

| Benefit               | Eligibility                                                   | Annual Amount                                                                                                                                                                                         |
|-----------------------|---------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Disability retirement | Receipt of Social Security benefit and Akzo LTD plan benefits | Annual pay credits and interest credits continue during total disability. No pay credits will be accrued after December 31, 2007 for LIMA employees or after January 19, 2009 for Columbus employees. |
| Preretirement death   | Vested                                                        | Account balance is payable to beneficiary.                                                                                                                                                            |

**Changes in Benefits Valued Since Prior Year**

No Changes in Former HRAP Plan Provisions Since Prior Year

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**Plan Provisions – Former Closed/Sold Plan**

Eligibility to participate All participants are inactive.

Benefit service N/A

Normal form Life Annuity

Notes: As of April 25, 1997, Salt was sold and all active participants in Salt Master Plan became inactive.

The Diamond Crystal Hourly Plan merged into the Salt Master Plan effective December 30, 1998.

The Courtaulds Wheel Stamping Pension Plan merged into the Salt Master Plan effective December 30, 2001. The merged plan was renamed as the Pension Plan for Closed/Sold units.

The Coatings Louisville Hourly Plan merged into the Pension Plan for Closed/Sold units effective December 30, 2005.

The Chemicals Edison Plan merged into the Pension for Closed/Sold units effective December 30, 2006.

**Changes in Benefits Valued Since Prior Year**

No Changes in Former Closed/Sold Plan Provisions Since Prior Year

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**Plan Provisions – AkzoNobel Master Hourly Retirement Plan**

|                            |                                                                                                                                                                                                                                                                                   |                |          |
|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|----------|
| Plan name                  | Coatings Master                                                                                                                                                                                                                                                                   | Effective date | 1/1/1990 |
| Plan number                | 106                                                                                                                                                                                                                                                                               |                |          |
| Type of plan               | Dollar per month/Final average pay with dollar per month minimum benefit                                                                                                                                                                                                          |                |          |
| Plan configuration         | Merger of several previously separate plans. Each unit has its own unique set of plan provisions. Coatings Hanna plan was merged effective November 30, 2005 and Powder Coatings was merged effective December 31, 2005. Chemicals Master was merged effective December 31, 2008. |                |          |
| Eligibility to participate | Bargained employees at specified plants. For Powder Coatings, employees hired on or after May 1, 2007 are not eligible.                                                                                                                                                           |                |          |
| Benefit service            | All unbroken service (see comments). For Pasadena and Deer Park, benefit service is frozen at the earlier of December 31, 2006 or date of termination. For Powder Coatings, benefit service will be frozen on May 1, 2017.                                                        |                |          |
| Vesting                    | 0% first 5 years of service — 100% thereafter (see comments).                                                                                                                                                                                                                     |                |          |
| Normal form                | Life Annuity; lump sum is available for participants retiring from the Pasadena, Morris, McCook, Deer Park, and Powder Coatings location.                                                                                                                                         |                |          |

**SIKKENS**

| <b>Benefit</b>        | <b>Eligibility</b>                                              | <b>Monthly Amount</b>                                                                                             |
|-----------------------|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Normal retirement     | Age 65 and 5 years of service                                   | Monthly benefit unit times years of benefit service after 12/31/1976 (maximum 30 years). Benefit unit is \$27.00. |
| Early retirement      | Age 60 and 5 years of service                                   | Actuarially reduced from age 65.                                                                                  |
| Postponed retirement  | Over age 65 and 5 years of service                              | Normal retirement formula reflecting continued benefit service.                                                   |
| Disability retirement | 15 years of service and eligible for Social Security disability | Same as for vested termination or retirement.                                                                     |

| <b>Benefit</b>                    | <b>Eligibility</b>            | <b>Monthly Amount</b>                                                                                                                |
|-----------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|
| Preretirement death:              |                               |                                                                                                                                      |
| Prior to earliest retirement date | 5 years of service            | 50% joint and survivor, reduced for early commencement, payable when participant would have been first eligible to receive benefits. |
| After earliest retirement date    | Age 60 and 5 years of service | 50% joint and survivor, reduced for early commencement, payable immediately after death.                                             |

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**BAXLEY**

| <b>Benefit</b>                       | <b>Eligibility</b>                                                    | <b>Monthly Amount</b>                                                                                                                               |
|--------------------------------------|-----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement                    | Age 65 and<br>5 years of service                                      | \$20.00 per month times years of benefit service. For former Monsanto employees, offset by prior plan benefit accrued to 9/30/1986.                 |
| Early retirement                     | Age 55 and<br>10 years of service                                     | Reduced ¼% per month from age 65.                                                                                                                   |
| Postponed retirement                 | Over age 65 and<br>5 years of service                                 | Normal retirement formula reflecting continued benefit service.                                                                                     |
| Disability retirement                | 15 years of service and<br>eligible for Social<br>Security disability | \$10.00 per month times years of benefit service (maximum 30 years), payable immediately through age 65, then regular retirement benefit at age 65. |
| Preretirement death:                 |                                                                       |                                                                                                                                                     |
| Prior to earliest<br>retirement date | 5 years of service                                                    | 50% joint and survivor, reduced for early commencement, payable when participant would have been first eligible to receive benefits.                |
| After earliest<br>retirement date    | Age 55 and<br>10 years of service                                     | 50% joint and survivor, reduced for early commencement, payable immediately after death.                                                            |

**PONTIAC (PLANT 4)**

| <b>Benefit</b>                       | <b>Eligibility</b>                                                    | <b>Monthly Amount</b>                                                                                                                                                                                                                                               |
|--------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement                    | Age 65 and<br>5 years of service                                      | \$4.00 multiplied by benefit service prior to July 1, 1981; plus \$36.00 multiplied by benefit service after June 30, 1981.                                                                                                                                         |
| Early retirement                     | Age 60 and<br>15 years of service                                     | Reduced ½% per month from age 62.                                                                                                                                                                                                                                   |
| Postponed retirement                 | Over age 65<br>and 5 years of service                                 | The greater of: (i) Normal retirement formula reflecting continued benefit service or (ii) Accrued benefit on the normal retirement date increased 6% per year from age 65.                                                                                         |
| Disability retirement                | 15 years of service and<br>eligible for Social<br>Security disability | Accrued benefit, payable immediately, reduced for early commencement, plus \$200 per month, temporary to age 65. At age 65, the accrued benefit at time of disability, but not less than the accrued benefit received prior to age 65 without the additional \$200. |
| Preretirement death:                 |                                                                       |                                                                                                                                                                                                                                                                     |
| Prior to earliest<br>retirement date | 5 years of service and<br>eligible for Social<br>Security disability  | 50% joint and survivor, reduced for early commencement, payable when participant would have been first eligible to receive benefits.                                                                                                                                |
| After earliest<br>retirement date    | Age 60 and<br>15 years of service                                     | 50% joint and survivor, reduced for early commencement, payable immediately after death.                                                                                                                                                                            |

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**HANNA**

|                            |                                                                       |                                                                                                                                                                                                       |
|----------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Eligibility to participate | Members of Teamsters Local 284 IBTC & HA.                             |                                                                                                                                                                                                       |
| Benefit service            | Credited 1/10 of a year for every 180 hours worked; maximum 35 years. |                                                                                                                                                                                                       |
| <b>Benefit</b>             | <b>Eligibility</b>                                                    | <b>Monthly Amount</b>                                                                                                                                                                                 |
| Normal retirement          | Age 65                                                                | Benefit unit multiplied by benefit service up to 35 years.                                                                                                                                            |
| Early retirement           | Age 60 and 10 years of service                                        | Reduced ½% per month from age 65.                                                                                                                                                                     |
| Preretirement death        | 5 years of service                                                    | 50% joint and survivor, reduced for early commencement (1/2% per month from age 65), payable immediately after death if eligible for early retirement; otherwise payable at earliest retirement date. |

**POWDER**

|                          |                                                                                                                                                                                                                                                                                                                                                                |  |
|--------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Benefit service          | All service measured in full and fractional years from the employee's last hiring date, or from October 1, 2002, whichever is later, plus service from the Ferro Corporation predecessor plan (Retirement Plan for Hourly-Rate Employees of Ferro Corporation at Nashville, Tennessee). Effective May 1, 2017, benefit accruals under the plan will be frozen. |  |
| Average monthly earnings | Average of the last 120 months of earnings at the earlier of May 1, 2017 or date of termination.                                                                                                                                                                                                                                                               |  |
| Accrued benefit          | <p>The greater of (a) or (b) below:</p> <p>a) 1.20% of participant's Average Monthly Earnings multiplied by Credited Service.</p> <p>b) Credited Service not in excess of 40 multiplied by benefit unit.</p> <p>Effective at the earlier of May 1, 2017 or date of termination, credited service under the plan will be frozen.</p>                            |  |

|                       |                                |                                                                                                                                                                                                                             |
|-----------------------|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Benefit</b>        | <b>Eligibility</b>             | <b>Monthly Amount</b>                                                                                                                                                                                                       |
| Normal retirement     | Age 65                         | Accrued benefit at retirement                                                                                                                                                                                               |
| Early retirement      | Age 60 and 15 years of service | Accrued benefit with actuarial reduction                                                                                                                                                                                    |
| Vested retirement     | 5 years of service             | Accrued benefit actuarially reduced as early as age 60 if termination occurred after 15 years of credited service                                                                                                           |
| Disability retirement | 15 years of service            | <p>Accrued benefit as of date of disability, or \$100 per month, whichever is greater.</p> <p>Effective May 1, 2017, disability benefits under the plan will be eliminated for those not receiving disability benefits.</p> |
| Preretirement death   | 5 years of service             | 50% joint and survivor, actuarially reduced for early commencement, payable when participant would have been first eligible to receive benefits                                                                             |

Effective May 1, 2017, Powder will be frozen to future benefit accruals and disability benefits under the plan will be eliminated.

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**Comments**

- (1) Sikkens: Benefit Service: Full year credit for 1,000 hours; pro rata credit for less than 1,000 hours.  
Vesting Service: Full year credit for 1,000 hours; no credit for less than 1,000 hours; service prior to 03/19/1970 generally not counted.  
Sikkens (Orange) location was closed April, 2006.
- (2) Baxley: Pre-1976 Benefit Service: Full years and completed months.  
Post-1975 Benefit Service: Full year credit for 2,080 hours; pro rata credit for less than 2,080 hours.  
Baxley location was sold May, 2006.
- (3) Pontiac: Pre-July 1, 1981 Benefit Service: In accordance with prior plans.  
Benefit Service on and after July 1, 1981: Full year credit for 1,800 hours; pro rata credit for between 1,000 and 1,800 hours.  
Pre-July 1, 1981 Vesting Service: In accordance with prior plans.  
Vesting Service on and after July 1, 1981: Full year credit for 1,000 hours; no credit for under 1,000 hours.  
Pontiac location was closed May, 2007.
- (4) The applicable benefit unit for each location is as follows:

| <i>Location</i>          | <i>Effective on Current<br/>Valuation Date</i> | <i>Effective at End of Plan<br/>Year *</i> | <i>Effective<br/>Ultimately *</i> |
|--------------------------|------------------------------------------------|--------------------------------------------|-----------------------------------|
| Hanna                    | \$38.00                                        | \$39.00                                    | \$39.00                           |
| Powder (Minimum Benefit) | \$43.00                                        | \$43.00                                    | \$43.00                           |

\* End of Plan Year benefit units used for Contributions, Ultimate benefit units used for Pension Cost.

**Changes in Coatings Master Plan Provisions Since Prior Year**

Effective May 1, 2017, Powder will be frozen to future benefit accruals and disability benefits under the plan will be eliminated.

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 AkzoNobel Retirement Plan

**Plan Provisions – Former Chemicals Master Plan**

|                                   |                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Eligibility to participate        | Bargaining unit employees (hourly at Pasadena) active at work, after a specified waiting period (see comments). Pasadena employees hired on or after December 31, 2006 are not eligible. |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Vesting                           | 0% for first 5 years of service from date of hire — 100% thereafter.                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Benefit</b>                    | <b>Eligibility</b>                                                                                                                                                                       | <b>Monthly Amount</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Normal retirement                 | Age 65 and 5 years of service                                                                                                                                                            | Benefit unit times years of benefit service (see comments).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Early retirement                  | Age 55 and 10 years of service                                                                                                                                                           | Normal retirement formula reduced ½% per month from age 62.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Postponed retirement              | Over age 65                                                                                                                                                                              | Normal retirement formula reflecting continued benefit service.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Disability retirement             | 10 years of service                                                                                                                                                                      | <p>2 times accrued benefit, payable immediately; reduced to 1 times accrued benefit at age 65 or when eligible for Social Security disability benefits, if earlier.</p> <p>For the Pasadena location, benefit service continues to accrue until normal retirement (or when long-term disability ends, if earlier); no additional benefit service is granted after December 31, 2006; payments begin at normal retirement (or when long-term disability ends, if earlier).</p> <p>For the McCook location, \$82 per month per year of benefit service.</p> <p>For the Morris location, \$78 per month per year of benefit service.</p> |
| Preretirement death:              |                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Prior to earliest retirement date | 5 years of service                                                                                                                                                                       | 42½% of accrued benefit, payable immediately, adjusted for employee/spouse age difference; unadjusted if orphans' benefit (no surviving spouse).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| After earliest retirement date    | Age 55 and 10 years of service                                                                                                                                                           | 50% joint and survivor, reduced for early commencement, payable immediately after death.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

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**AkzoNobel Retirement Plan**

- Comments**
- (1) Effective Date is July 30, 1973 for Morris, January 1, 1976 for Noury, and September 1, 1979 for Pasadena.
  - (2) The waiting period for participation is 90 days for Pasadena and McCook; 30 days for McCook-Pilot and Morris; 0 days for Noury.
  - (3) Pre-1976 Benefit Service: In accordance with prior plans.  
 Post-1975 Benefit Service: Full year credit for 1,700 hours; pro rata credit to the nearest 1/10<sup>th</sup> of a year for less than 1,700 hours. For the Morris location only, effective January 1, 1996, full year credit for 1,000 hours; pro rata credit to the nearest 1/10<sup>th</sup> of a year for less than 1,000 hours. For the McCook location only, effective January 1, 1995, full year credit for 1,000 hours; pro rata credit to the nearest 1/10<sup>th</sup> of a year for less than 1,000 hours.
  - (4) The applicable benefit unit for each location is as follows:

| <i>Location</i> | <i>Effective on Current<br/>Valuation Date</i> | <i>Effective at End of Plan<br/>Year *</i> | <i>Effective<br/>Ultimately *</i> |
|-----------------|------------------------------------------------|--------------------------------------------|-----------------------------------|
| Pasadena        | \$60.00                                        | \$60.00                                    | \$60.00                           |
| McCook          | \$41.00                                        | \$41.00                                    | \$41.00                           |
| Morris          | \$40.00                                        | \$40.00                                    | \$40.00                           |
| Burt            | \$37.00                                        | \$37.00                                    | \$37.00                           |

\* End of Plan Year benefit units used for Contributions, Ultimate benefit units used for Pension Cost.

**Changes in Benefits Valued Since Prior Year**

No Changes in Chemicals Master Plan Provisions Since Prior Year

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AkzoNobel Retirement Plan

**Plan Provisions – Former Chemicals Consolidated Plan (previously merged into Chemicals Master Plan)**

|                            |                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Eligibility to participate | Hourly employees with one year of service. Deer Park employees hired on or after December 31, 2006 are not eligible.                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Vesting                    | 0% for first 5 years of service— 100% thereafter; all plan members are fully vested in the benefit accrued to 12/31/1987 (see comments). |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Benefit</b>             | <b>Eligibility</b>                                                                                                                       | <b>Benefit Amount</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Normal retirement          | Age 65                                                                                                                                   | For the Deer Park location: 0.75% of final average earnings (see comments) up to \$4,800 plus 1.25% of final average earnings in excess of \$4,800 times benefit service. Benefit accrued to 7/31/1985 is funded by an insured annuity. Minimum benefit: \$30/year times benefit service not in excess of 35 years.<br><br>For the Gallipolis Ferry and LeMoyne locations: Monthly benefit unit times years of benefit service (see comments). Benefit accrued to 7/31/1985 is funded by an insured annuity. Effective August 31, 2010 benefit accruals for LeMoyne participants not yet age 55 as of August 31, 2010 will cease. |
| Early retirement           | Age 55 and one year service (55 and 5 years of service for Deer Park if hired after March 1, 2003)                                       | For the Deer Park location, reduced 6% per year from age 62. For the LeMoyne and Gallipolis Ferry location, participants who have attained age 55 and completed 10 years of service are eligible for an unreduced benefit at age 62 and 5% per year reduction from age 62 (6% for Gallipolis Ferry).                                                                                                                                                                                                                                                                                                                              |
| Deferred vested retirement | 5 years of service                                                                                                                       | Reduced 6-2/3% per year from age 65 to age 60 and by 3-1/3% per year from age 60 to age 55.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Postponed retirement       | Over age 65                                                                                                                              | Normal retirement formula reflecting continued benefit service and earnings.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Disability retirement      | 40 and 10 years of service (5 years of service only for Gallipolis Ferry location)                                                       | Accrued benefit, payable immediately, plus a temporary supplement equal to \$2.00 per month times benefit service to date of disability, payable until age 65 if denied Social Security disability. For the LeMoyne location, benefit service continues to accrue until normal retirement (or when long-term disability ends, if earlier); payments begin at the date benefit service ceases.                                                                                                                                                                                                                                     |



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| <b>Benefit</b>                    | <b>Eligibility</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>Benefit Amount</b>                                                                                                                                                                    |
|-----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Preretirement death:              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                          |
| Prior to earliest retirement date | 5 years of service                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Death in active service: 50% of accrued life annuity benefit reduced for early commencement, payable when participant would have been first eligible to receive benefits (see comments). |
| After earliest retirement date    | Age 55                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Death in active service: 50% of accrued life annuity benefit reduced for early commencement, payable immediately after death (see comments).                                             |
| <b>Comments</b>                   | <p>(1) Benefit Service: Elapsed time measured in months in year of hire, and year of termination. Full year credit for 1,000 hours, no credit for less than 1,000 hours in interim years. For Deer Park, benefit service is frozen at the earlier of December 31, 2006 or date of termination.</p> <p>(2) Vesting Service: Full year credit for 1,000 hours. No credit for less than 1,000 hours.</p> <p>(3) Earnings: Hourly rate of pay times 2,080 hours.</p> <p>(4) Final Average Earnings: Average of the earnings on the 5 consecutive September 1 during the final 10 years of service that produce the highest average. Earnings received after December 31, 2006 will not be used to determine any benefits under the Deer Park formula.</p> <p>(5) Spouse's benefit for death of terminated vested participant under age 55: 50% joint and survivor, reduced for early commencement, payable when participant would have been first eligible to receive benefits.</p> <p>(6) Spouse's benefit for death of terminated vested participant age 55 and over: 50% joint and survivor, reduced for early commencement, payable immediately after death.</p> <p>(7) The applicable benefit unit for each location is as follows:</p> |                                                                                                                                                                                          |

| <i>Location</i>  | <i>Effective on Current Valuation Date</i> | <i>Effective at End of Plan Year *</i> | <i>Effective Ultimately *</i> |
|------------------|--------------------------------------------|----------------------------------------|-------------------------------|
| LeMoyne          | \$44.00                                    | \$44.00                                | \$44.00                       |
| Gallipolis Ferry | \$47.00                                    | \$47.00                                | \$47.00                       |

\* End of Plan Year benefit units used for Contributions, Ultimate benefit units used for Pension Cost.

Effective August 31, 2010, benefit accruals for LeMoyne participants not yet age 55 as of August 31, 2010 were frozen. All other participants (55 or older as of August 31, 2010) were given the option to elect to have benefit accruals frozen as of August 31, 2010 or will have their benefit accruals frozen as of August 31, 2014.

#### **Changes in Benefits Valued Since Prior Year**

No Changes in Chemicals Consolidated Plan Provisions Since Prior Year

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**Plan Provisions – AkzoNobel Consolidated Pension Plan for Employees of ICI**

The AkzoNobel Consolidated Pension Plan for Employees of ICI is a merger of previously separate plans. Effective April 1, 2008, assets and liabilities for certain participants of the National Starch and Chemical Company Consolidated Pension Plan were merged into the ICI Paints Salaried Pension Plan. The plan was renamed the AkzoNobel Consolidated Pension Plan for Employees of ICI effective December 31, 2009. Below is a summary of the plan provisions applicable to the main groups that participate in the plan. The plan provisions are summarized as follows:

Paints Salaried  
Paints Hourly – Reading Painters  
National Starch & Chemical Salaried  
National Starch & Chemical Nonunion Hourly  
ALCO/Chattanooga Union

In addition, Legacy Groups of inactive participants and beneficiaries with annuity benefits participate in the Plan. These legacy groups no longer accrue benefits under the Plan; therefore plan provisions for these groups have not been summarized. Legacy Groups consist of participants from the following prior plans:

Grow Group  
INAAP Salaried  
INAAP Hourly  
Former Explosives Salaried  
Former Explosives Hourly  
Hazelton Union \*  
Plainfield Union \*

\* A small group of identified participants with frozen annuity benefits under these former pension plans were transferred to the ICI Paints Plan as part of the National Starch & Chemical Company merger effective April 1, 2008.

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**Plan Provisions – Paints Salaried**

|                    |                                                                                                                                                                                                                                                                 |
|--------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Covered Employees  | All Paints salaried employees. Plan closed to new entrants and rehires on April 1, 2002. Effective January 1, 2003, all active members were given a one-time irrevocable election to opt out of the Plan and participate in a new defined contribution program. |
| Participation Date | Upon completion of one year of vesting service                                                                                                                                                                                                                  |

**Definitions**

|                                     |                                                                                                                                                                                                                                                                                                                                                                               |
|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Vesting service                     | Continuous service from date of hire. Part-time granted one year for each plan year of 1,000 hours.                                                                                                                                                                                                                                                                           |
| Credited service                    | Continues service as a covered employee. Part-time granted one year for each plan year of 1,000 hours as a covered employee. Effective December 31, 2009, credited service under the plan was frozen.                                                                                                                                                                         |
| Pensionable pay                     | All pay subject to income tax withholding (to include salary, wages, overtime, shift differential, short term disability, bonus and commissions) including any elective deferrals for the defined contribution plan and any cafeteria plan deferrals. Excludes deferred compensation.                                                                                         |
| Final average earnings              | The average of the highest 60 consecutive months of pensionable pay during the ten-year period ending on the earlier of the participant's termination date or December 31, 2009                                                                                                                                                                                               |
| Covered Compensation                | The average of the Social Security taxable wage bases for the 35-year period ending in such plan year for an individual who would attain Social Security Normal Retirement Age during such plan year                                                                                                                                                                          |
| Normal retirement date (NRD)        | First of month coinciding with or next following the attainment of age 65 with five years of vesting service                                                                                                                                                                                                                                                                  |
| Monthly pension benefit             | (i) One-twelfth of 0.775% of final average earnings up to and including covered compensation plus, (ii) 1.425% of average earnings in excess of covered compensation, all multiplied by credited service limited to 35 years; offset by any applicable prior plan benefit; plus Grow benefit<br><br>Effective December 31, 2009, benefit accruals under the plan were frozen. |
| Monthly preretirement death benefit | 50% of the monthly pension benefit as of the date of death, reduced according to the 50% joint and survivor option                                                                                                                                                                                                                                                            |
| Family death benefit                | Monthly pension benefit as of date of death, or if greater, \$300 per year, reduced according to the 100% joint and survivor option                                                                                                                                                                                                                                           |

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**Eligibility for Benefits**

|                             |                                                                                                                                                               |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement           | Retirement on NRD                                                                                                                                             |
| Early retirement            | Retirement before NRD and attainment of either (i) age 50 and completing 15 years of vesting service or (ii) age 60 and completing 5 years of vesting service |
| Postponed retirement        | Retirement after NRD                                                                                                                                          |
| Vested termination          | Termination for reasons other than death or retirement after completing five years of vesting service                                                         |
| Disability                  | Eligibility for benefits under the Company's long term disability insurance plan prior to NRD                                                                 |
| Preretirement death benefit | Death prior to eligibility for family death benefit or while eligible for deferred vested retirement benefits, with a surviving spouse                        |
| Family death benefit        | Death prior to NRD from active or disabled status after completing 10 years of vesting service                                                                |

**Benefits Paid Upon the Following Events**

|                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                           |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|---------------------|---------------------------|----|-------|-------|----|-------|-------|----|-------|-------|----|-------|-------|----|-------|-------|----|-------|-------|----|-------|-------|----|-------|-------|----|-------|-------|----|-------|-------|----|-------|-------|----|-------|-------|----|-------|-------|
| Normal retirement    | Monthly pension benefit determined as of NRD                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                           |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| Early retirement     | Monthly pension benefit determined as of early retirement date, reduced for each year of payment before age 62 as follows:<br><div><div>Pre-1995 Eligible</div><table><tr><td><u>Age</u></td><td><u>Participants</u></td><td><u>Other Participants</u></td></tr><tr><td>50</td><td>0.500</td><td>0.400</td></tr><tr><td>51</td><td>0.540</td><td>0.450</td></tr><tr><td>52</td><td>0.580</td><td>0.500</td></tr><tr><td>53</td><td>0.620</td><td>0.550</td></tr><tr><td>54</td><td>0.660</td><td>0.600</td></tr><tr><td>55</td><td>0.700</td><td>0.650</td></tr><tr><td>56</td><td>0.740</td><td>0.690</td></tr><tr><td>57</td><td>0.780</td><td>0.730</td></tr><tr><td>58</td><td>0.820</td><td>0.770</td></tr><tr><td>59</td><td>0.860</td><td>0.810</td></tr><tr><td>60</td><td>0.900</td><td>0.850</td></tr><tr><td>61</td><td>0.950</td><td>0.925</td></tr><tr><td>62</td><td>1.000</td><td>1.000</td></tr></table></div> | <u>Age</u>                | <u>Participants</u> | <u>Other Participants</u> | 50 | 0.500 | 0.400 | 51 | 0.540 | 0.450 | 52 | 0.580 | 0.500 | 53 | 0.620 | 0.550 | 54 | 0.660 | 0.600 | 55 | 0.700 | 0.650 | 56 | 0.740 | 0.690 | 57 | 0.780 | 0.730 | 58 | 0.820 | 0.770 | 59 | 0.860 | 0.810 | 60 | 0.900 | 0.850 | 61 | 0.950 | 0.925 | 62 | 1.000 | 1.000 |
| <u>Age</u>           | <u>Participants</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <u>Other Participants</u> |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 50                   | 0.500                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 0.400                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 51                   | 0.540                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 0.450                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 52                   | 0.580                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 0.500                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 53                   | 0.620                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 0.550                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 54                   | 0.660                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 0.600                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 55                   | 0.700                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 0.650                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 56                   | 0.740                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 0.690                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 57                   | 0.780                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 0.730                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 58                   | 0.820                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 0.770                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 59                   | 0.860                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 0.810                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 60                   | 0.900                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 0.850                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 61                   | 0.950                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 0.925                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| 62                   | 1.000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 1.000                     |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| Postponed retirement | Monthly pension benefit determined as of actual retirement date                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                           |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| Vested termination   | Monthly pension benefit determined as of termination date payable at participant's NRD. If termination occurred after 15 years of vesting service may elect actuarially reduced pension benefit as early as age 50. All others may elect actuarially reduced pension benefit upon attainment of age 60.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                           |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |
| Disablement          | Monthly pension benefit determined as of NRD with average earnings and covered compensation determined as of date of disability. Deemed to continue to accrue credited service during disability until NRD or disability benefits cease.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                           |                     |                           |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |    |       |       |

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**AkzoNobel Retirement Plan**

|                      |                                                                                                                                                                                                                                                       |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Preretirement death  | Monthly preretirement death benefit payable at NRD. Actuarially reduced for payments prior to NRD but no earlier than earliest retirement age.                                                                                                        |
| Family death benefit | Monthly family death benefit payable at NRD. Reduced by 5% per year for the first two years, reduced 4% per year for next ten years and reduced by 3% per year for the next 14 years by which benefit commencement precedes the participant's age 62. |

**Other Plan Provisions**

|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Forms of payment            | Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 100% joint and survivor annuity, 75% joint and survivor annuity, a five-year certain and life annuity, a ten-year certain and life annuity, level income annuity (for participants eligible for early retirement at termination) or (for married participants) a life annuity. |
| Maximum on benefits and pay | All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

**Changes in Benefits Valued Since Prior Year**

No Changes in Plan's Salaried Plan Provisions Since Prior Year

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**AkzoNobel Retirement Plan**

**Plan Provisions – Paints Hourly – Reading Painters**

|                    |                                                                                                                                    |
|--------------------|------------------------------------------------------------------------------------------------------------------------------------|
| Covered Employees  | Reading, Pennsylvania participating members in International Brotherhood of Painters and Allied Trades Union, AFL-CIO, Local #1309 |
| Participation Date | Upon completion of one year of vesting service                                                                                     |

**Definitions**

|                                     |                                                                                                                                                                                             |
|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Vesting service                     | One year for each 12-month period of 1,000 or more hours of service with the affiliated group. No service granted if less than 1,000 hours.                                                 |
| Credited service                    | One year for each 12-month period of 1,000 or more hours of service with the affiliated group. No service granted if less than 1,000 hours except in the year of termination or retirement. |
| Normal retirement date (NRD)        | First of month coinciding with or next following the attainment of age 65 with five years of vesting service                                                                                |
| Monthly pension benefit             | \$19.00 per month multiplied by credited service                                                                                                                                            |
| Monthly preretirement death benefit | 50% of the monthly pension benefit as of the date of death, reduced according to the 50% joint and survivor option                                                                          |

**Eligibility for Benefits**

|                             |                                                                                                                                                 |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement           | Retirement on NRD                                                                                                                               |
| Early retirement            | Retirement before NRD and attainment of age 55 and completing 15 years of vesting service                                                       |
| Postponed retirement        | Retirement after NRD                                                                                                                            |
| Vested termination          | Termination for reasons other than death or retirement after completing five years of vesting service                                           |
| Disability                  | Total and permanent disability and receiving a Social Security disability benefit prior to NRD and after completing 15 years of vesting service |
| Preretirement death benefit | Death prior to eligibility for family death benefit or while eligible for deferred vested retirement benefits, with a surviving spouse          |

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**Benefits Paid Upon the Following Events**

|                      |                                                                                                                                                                                                                                                                          |
|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement    | Monthly pension benefit determined as of NRD                                                                                                                                                                                                                             |
| Early retirement     | Monthly pension benefit determined as of early retirement date, reduced for each year of payment before age 62. Benefit reduced 5% per year for first two years and by 4% per year for the next 5 years by which benefit commencement precedes the participant's age 62. |
| Postponed retirement | Monthly pension benefit determined as of actual retirement date                                                                                                                                                                                                          |
| Vested termination   | Monthly pension benefit determined as of termination date payable at participant's NRD. If termination occurred after 15 years of vesting service may elect actuarially reduced pension benefit as early as age 55.                                                      |
| Disablement          | Monthly pension benefit determined as of date of disability minus \$1.00 payable immediately with no early retirement reduction                                                                                                                                          |
| Preretirement death  | Monthly preretirement death benefit payable at NRD. Actuarially reduced for payments prior to NRD but no earlier than earliest retirement age.                                                                                                                           |
| Family death benefit | Monthly preretirement death benefit payable at NRD. Reduced by 5% per year for the first two years, reduced 4% per year for next ten years and reduced by 3% per year for the next 14 years by which benefit commencement precedes the participant's age 62.             |

**Other Plan Provisions**

|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Forms of payment            | Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 100% joint and survivor annuity, 75% joint and survivor annuity, level income annuity (for participants eligible for early retirement at termination) or (for married participants) a life annuity. |
| Maximum on benefits and pay | All benefits for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |

**Changes in Benefits Valued Since Prior Year**

No Changes in Payscale Hourly Plan Provisions Since the Prior Year.

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**AkzoNobel Retirement Plan**

**Plan Provisions – National Starch & Chemical Salaried**

|                    |                                                                                                                                                                                                                               |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Covered Employees  | National Starch & Chemical salaried and Group Services employees. Plan closed to new entrants on March 1, 2001 and rehires on April 1, 2002. Identified participants merged into the ICI Paints plan effective April 1, 2008. |
| Participation Date | Upon completion of one year of vesting service                                                                                                                                                                                |

**Definitions**

|                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Vesting service                     | Continuous service from date of hire. Part-time granted one year for each plan year of 1,000 hours.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Credited service                    | Continuous service as a covered employee. Part-time granted one year for each plan year of 1,000 hours as a covered employee.<br><br>Effective December 31, 2009, credited service under the plan was frozen.                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Pensionable pay                     | All pay subject to income tax withholding (to include salary, wages, overtime, shift differential, short term disability, bonus and commissions) including any elective deferrals for the defined contribution plan and any cafeteria plan deferrals. Excludes deferred compensation.                                                                                                                                                                                                                                                                                                                                                                                               |
| Final average earnings              | The average of the highest 60 consecutive months of pensionable pay during the ten-year period ending on the earlier of the participant's termination date or December 31, 2009                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Covered Compensation                | The average of the Social Security taxable wage bases for the 35-year period ending in the year participant attains SS retirement age                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Normal retirement date (NRD)        | First of month coinciding with or next following the attainment of age 65 with five years of vesting service                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Monthly pension benefit             | Main Retirement Benefit equals: (i) One-twelfth of 1.25% of final average earnings up to and including covered compensation plus, (ii) 1.50% of average earnings in excess of covered compensation, all multiplied by credited service; offset by any applicable prior plan benefit.<br><br>Group Services employees from Former ICI Americas Inc. are entitled to the greater of the Main Retirement Benefit described above and the sum of (i) the prior plan benefit as of December 31, 2004, plus (ii) the Main Retirement Benefit determined only with credited service from January 1, 2005.<br><br>Effective December 31, 2009, benefit accruals under the plan were frozen. |
| Monthly preretirement death benefit | 50% of the monthly pension benefit as of the date of death, reduced according to the 50% joint and survivor option unless otherwise noted                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

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**AkzoNobel Retirement Plan**

**Eligibility for Benefits**

|                             |                                                                                                                                                                                                                                                          |
|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement           | Retirement on NRD                                                                                                                                                                                                                                        |
| Early retirement            | Retirement before NRD and attainment of age 55 and completing 5 years of vesting service; Group Services employees from Former ICI Americas Inc. may also retire early upon attainment of age 50 and age plus vesting service of 70 or more (70 points). |
| Postponed retirement        | Retirement after NRD                                                                                                                                                                                                                                     |
| Vested termination          | Termination for reasons other than death or retirement after completing five years of vesting service                                                                                                                                                    |
| Disability                  | Eligibility for benefits under the Company's long term disability insurance plan prior to NRD                                                                                                                                                            |
| Preretirement death benefit | Death after completing five years of vesting service prior to commencement of benefits                                                                                                                                                                   |

**Benefits Paid Upon the Following Events**

|                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement    | Monthly pension benefit determined as of NRD                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Early retirement     | Monthly pension benefit determined as of early retirement date, reduced 4% for each year of payment before age 60. Pension benefit will be unreduced if participant is at least age 55 with 85 points (age plus vesting service) at early retirement date.                                                                                                                                                                                                                                            |
| Postponed retirement | Monthly pension benefit determined as of actual retirement date                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Vested termination   | Monthly pension benefit determined as of termination date payable at participant's NRD. May elect actuarially reduced pension benefit upon attainment of age 55.                                                                                                                                                                                                                                                                                                                                      |
| Disablement          | Monthly pension benefit determined as of NRD with average earnings and covered compensation determined as of date of disability. Deemed to continue to accrue credited service during disability until NRD or disability benefits cease.                                                                                                                                                                                                                                                              |
| Preretirement death  | <p>If participant attained age 55 as of date of death, monthly preretirement death benefit payable at ERD. In lieu of the reduction for the 50% joint and survivor option, the reduction is 2% for each full year the spouse is more than 10 years younger than the participant.</p> <p>If participant had not attained age 55 as of date of death, monthly preretirement death benefit payable at NRD actuarially reduced for payments prior to NRD but no earlier than earliest retirement age.</p> |

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**Other Plan Provisions**

|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Forms of payment            | Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 100% joint and survivor annuity, 75% joint and survivor annuity, a five-year certain and life annuity, a ten-year certain and life annuity, lump sum, level income annuity (for Group Services employees from Former ICI Americas Inc. eligible for early retirement under the 70 points provision) or (for married participants) a life annuity. |
| Maximum on benefits and pay | All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

**Changes in Benefits Valued Since Prior Year**

No Changes in National Starch & Chemical Salaried Plan Provisions Since Prior Year

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**AkzoNobel Retirement Plan**

**Plan Provisions – National Starch & Chemical Nonunion Hourly**

|                    |                                                                                                                                                                                                             |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Covered Employees  | National Starch & Chemical nonunion employees. Plan closed to new entrants on July 2, 2004 and rehires on January 1, 2006. Identified participants merged into the ICI Paints plan effective April 1, 2008. |
| Participation Date | Upon attainment of age 20 ½ and completion of 6 months of vesting service                                                                                                                                   |

**Definitions**

|                                     |                                                                                                                                                                                                                                                                                                                         |
|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Vesting service                     | One year for each 12-month period of 1,000 or more hours of service with the affiliated group plus any service allowed as credited service not already included                                                                                                                                                         |
| Credited service                    | One year for each 12-month period of 1,615 or more hours of service with the affiliated group. Partial service awarded for at least 85 and less than 1,615 hours of service at a rate of 0.10 for each 170 additional hours of service.<br><br>Effective December 31, 2009, credited service under the plan was frozen. |
| Normal retirement date (NRD)        | First of month coinciding with or next following the attainment of age 65 with five years of vesting service                                                                                                                                                                                                            |
| Monthly pension benefit             | \$38.00 per month multiplied by credited service<br><br>Effective December 31, 2009, benefit accruals under the plan were frozen.                                                                                                                                                                                       |
| Monthly preretirement death benefit | 50% of the monthly pension benefit as of the date of death, reduced according to the 50% joint and survivor option                                                                                                                                                                                                      |

**Eligibility for Benefits**

|                             |                                                                                                                                                                                                                                                                             |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement           | Retirement on NRD                                                                                                                                                                                                                                                           |
| Early retirement            | Retirement before NRD and attainment of age 55 and completing 10 years of credited service. Effective December 31, 2009, early retirement eligibility service is defined as credited service before December 31, 2009 plus vesting service accrued after December 31, 2009. |
| Postponed retirement        | Retirement after NRD                                                                                                                                                                                                                                                        |
| Vested termination          | Termination for reasons other than death or retirement after completing five years of vesting service                                                                                                                                                                       |
| Disability                  | Total and permanent disability and eligibility for benefits under the Company's long term disability insurance plan prior to NRD                                                                                                                                            |
| Preretirement death benefit | Death after completing five years of vesting service prior to commencement of benefits                                                                                                                                                                                      |

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**Benefits Paid Upon the Following Events**

|                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement    | Monthly pension benefit determined as of NRD                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Early retirement     | Monthly pension benefit determined as of early retirement date, reduced 4% for each year of payment before age 62. Pension benefit will be unreduced if participant is at least age 55 with 85 points (age plus credited service) at early retirement date.                                                                                                                                                                                                             |
| Postponed retirement | Monthly pension benefit determined as of actual retirement date                                                                                                                                                                                                                                                                                                                                                                                                         |
| Vested termination   | Monthly pension benefit determined as of termination date payable at participant's NRD. If termination occurred after 10 years of credited service or participant attains at least age 55 with 85 points (attained age plus credited service at termination) may elect pension benefit as early as age 55 reduced 8% per year for the first five years and reduced by 4% per year for the next five years by which benefit commencement precedes the participant's NRD. |
| Disablement          | Monthly pension benefit determined as of NRD. Deemed to continue to accrue credited service during disability until NRD or disability benefits cease.                                                                                                                                                                                                                                                                                                                   |
| Preretirement death  | If participant was eligible for early retirement as of date of death, monthly preretirement death benefit payable at ERD.<br><br>If participant was not eligible for early retirement as of date of death, monthly preretirement death benefit payable at NRD. Or reduced vested termination benefit but no earlier than earliest retirement age.                                                                                                                       |

**Other Plan Provisions**

|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Forms of payment            | Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 100% joint and survivor annuity, a 75% joint and survivor annuity, a five-year certain and life annuity, a ten-year certain and life annuity, a fifteen-year certain and life annuity, or (for married participants) a life annuity. |
| Maximum on benefits and pay | All benefits for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

**Changes in Benefits Valued Since Prior Year**

No Changes in National Starch & Chemical Nonunion Hourly Plan Provisions Since Prior Year

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**Plan Provisions – ALCO/Chattanooga Union**

|                    |                                                                                                                                                                                 |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Covered Employees  | Chattanooga, Tennessee participating members in International Union, Allied Industrial Workers of America, AFL-CIO, Local #919. Plan closed to new entrants on January 1, 2011. |
| Participation Date | Immediate upon completion of one hour of service                                                                                                                                |

**Definitions**

|                                     |                                                                                                                                                                                                                                                                                                                                       |
|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Vesting service                     | One year for each 12-month period of 1,000 or more hours of service plus any service allowed as credited service not already included                                                                                                                                                                                                 |
| Credited service                    | One year for each 12-month period credited with number of regularly scheduled annual hours of service. Partial service awarded for at least 83 hours of service at a rate of 1/12 of a year for each 83 additional hours of service maximum of one year.<br><br>Effective March 31, 2011, credited service under the plan was frozen. |
| Normal retirement date (NRD)        | First of month coinciding with or next following the attainment of age 65 with five years of vesting service                                                                                                                                                                                                                          |
| Monthly pension benefit             | \$45.00 per month multiplied by credited service<br><br>Effective March 31, 2011, benefit accruals under the plan were frozen.                                                                                                                                                                                                        |
| Monthly preretirement death benefit | 50% of the monthly pension benefit as of the date of death, reduced according to the 50% joint and survivor option                                                                                                                                                                                                                    |

**Eligibility for Benefits**

|                             |                                                                                                                                                                                                                                       |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement           | Retirement on NRD                                                                                                                                                                                                                     |
| Early retirement            | Retirement before NRD and attainment of age 55 and completing 15 years of vesting service                                                                                                                                             |
| Postponed retirement        | Retirement after NRD                                                                                                                                                                                                                  |
| Vested termination          | Termination for reasons other than death or retirement after completing five years of vesting service                                                                                                                                 |
| Disability                  | Total and permanent disability and receiving a Social Security disability benefit prior to NRD and after completing 15 years of vesting service.<br><br>Effective March 31, 2011, disability benefits under the plan were eliminated. |
| Preretirement death benefit | Death after completing five years of vesting service prior to commencement of benefits                                                                                                                                                |

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**Benefits Paid Upon the Following Events**

|                      |                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal retirement    | Monthly pension benefit determined as of NRD                                                                                                                                                                                                                                                                                                                                                                                            |
| Early retirement     | Monthly pension benefit determined as of early retirement date, reduced for each year of payment before age 65. Benefit reduced 6.6667% per year for first five years and reduced by 3.3333% per year for the next five years by which benefit commencement precedes the participant's age 65. Pension benefit will be unreduced if participant is at least age 55 with 85 points (age plus credited service) at early retirement date. |
| Postponed retirement | Monthly pension benefit determined as of actual retirement date                                                                                                                                                                                                                                                                                                                                                                         |
| Vested termination   | Monthly pension benefit determined as of termination date payable at participant's NRD. If termination occurred after 15 years of vesting service may elect pension benefit as early as age 55 reduced 8% per year for the first five years and reduced by 4% per year for the next five years by which benefit commencement precedes the participant's NRD.                                                                            |
| Disablement          | Monthly pension benefit determined as of date of disability payable immediately. Benefit reduced 6.6667% per year for first five years, reduced by 3.3333% per year for the next five years, and actuarially reduced thereafter, by which benefit commencement precedes the participant's age 65<br><br>Effective March 31, 2011, disability benefits under the plan were eliminated.                                                   |
| Preretirement death  | If participant was eligible for early retirement as of date of death, monthly preretirement death benefit payable at ERD.<br><br>If participant was not eligible for early retirement as of date of death, monthly preretirement death benefit payable at NRD. Or reduced vested termination benefit but no earlier than earliest retirement age.                                                                                       |

**Other Plan Provisions**

|                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Forms of payment            | Preretirement death benefits are payable only as described above. Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the plan. Optional forms are a 100% joint and survivor annuity, 75% joint and survivor annuity, or (for married participants) a life annuity. |
| Maximum on benefits and pay | All benefits for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code.                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

**Changes in ALCO/Chattanooga Union Plan Provisions Since Prior Year**

No Changes in ALCO/Chattanooga Union Plan Provisions Since Prior Year.

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**RAP, ANRP and HRAP Optional Forms:**

| Members Attained Age at Benefit Commencement                                                                                                                                                | Less than 25 | 25-35 | 35-44 | 45-54 | At least 55 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-------|-------|-------|-------------|
| Basic Factor                                                                                                                                                                                |              |       |       |       |             |
| 50%                                                                                                                                                                                         | 0.99         | 0.98  | 0.97  | 0.94  | 0.91        |
| 75%                                                                                                                                                                                         | 0.95         | 0.94  | 0.93  | 0.90  | 0.87        |
| 100%                                                                                                                                                                                        | 0.91         | 0.90  | 0.89  | 0.86  | 0.83        |
| Adjustment decreasing Basic Factor for each year that Member's attained age exceeds Beneficiary's attained age by more than 5 years.                                                        | -0.00        | -0.00 | -0.00 | -0.00 | -0.01       |
| Adjustment increasing Basic Factor for each year that Beneficiary's attained age exceeds Member's attained age by more than 5 years provided that the factor shall not be greater than 1.00 | +0.01        | +0.01 | +0.01 | +0.01 | +0.01       |

Conversion from a single life annuity to a Life Annuity with 5 Years Certain: 0.98

Conversion from a single life annuity to a Life Annuity with 10 Years Certain: 0.93

**ANRP Optional Forms:**

Conversion from a single life annuity to Lump Sum: Actuarially equivalent to the single life annuity using PPA Segment Rates of 1.02%, 3.71%, and 4.67% and the 417(e)(3) Applicable Mortality Table for 2012.

**Salt – Manistee-Akron-St. Clair Optional Forms:**

Conversion from a single life annuity to 50%, 75% or 100% Joint and Survivor Annuity: Actuarially equivalent to the single life annuity using 6% and the 1984 Unisex Pension Mortality Table.

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**Salt Master Optional Forms:**

Conversion from a single life annuity to 25% Joint and Survivor Annuity: - 0.95 increased by 0.01 for each year that the Beneficiary's age exceeds the Member's age, and decreased by 0.01 for each year that the Member's age exceeds the Beneficiary's age; provided that the factor shall not be greater than 1.00

Conversion from a single life annuity to 50% Joint and Survivor Annuity: - 0.91 increased by 0.01 for each year that the Beneficiary's age exceeds the Member's age, and decreased by 0.01 for each year that the Member's age exceeds the Beneficiary's age; provided that the factor shall not be greater than 1.00

Conversion from a single life annuity to 75% Joint and Survivor Annuity: - 0.87 increased by 0.01 for each year that the Beneficiary's age exceeds the Member's age, and decreased by 0.01 for each year that the Member's age exceeds the Beneficiary's age; provided that the factor shall not be greater than 1.00

Conversion from a single life annuity to 100% Joint and Survivor Annuity: - 0.83 increased by 0.01 for each year that the Beneficiary's age exceeds the Member's age, and decreased by 0.01 for each year that the Member's age exceeds the Beneficiary's age; provided that the factor shall not be greater than 1.00

Conversion from a single life annuity to a Life Annuity with 10 Years Certain: 0.93

**Thatcher Plastic NonWhite Metal and Washington Court House/Plastic Tubes Optional Forms:**

Conversion from a single life annuity to 50% or 75% Joint and Survivor Annuity or 50% Joint and Survivor Pop-Up Annuity: Actuarially equivalent to the single life annuity using 6% and the 1984 Unisex Pension Mortality Table using a one-year age setback.

**Thatcher Plastic White Metal Optional Forms:**

Conversion from a single life annuity to 50%, 75% or 100% Joint and Survivor Annuity: Actuarially equivalent to the single life annuity using 6% and the 1984 Unisex Pension Mortality Table using a one-year age setback.

**Wheeling Stamping Optional Forms:**

Conversion from a 10 year certain and life annuity to Single Life Annuity, 50%, 66.67%, 75% or 100% Joint and Survivor Annuity: Actuarially equivalent to the single life annuity using 7% and the 1971 Male Group Annuity Mortality Table.

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**Edison Optional Forms:**

Conversion from a 10 year certain and life annuity to Single Life Annuity, 50%, 75% or 100% Joint and Survivor Annuity: Actuarially equivalent to the single life annuity using 6% and the 1984 Unisex Pension Mortality Table.

Conversion from a 10 year certain and life annuity to Life Annuity with 5 or 15 Years Certain & Life: Actuarially equivalent to the single life annuity using 6% and the 1984 Unisex Pension Mortality Table.

Conversion from a 10 year certain and life annuity to Full Cash Refund: Actuarially equivalent to the single life annuity using 6% and the 1984 Unisex Pension Mortality Table.

**Louisville Optional Forms:**

Conversion from a single life annuity to 50% Joint and Survivor Annuity: - 0.885 increased by 0.004 for each year that the Beneficiary's age exceeds the Member's age by more than 5 years, and decreased by 0.004 for each year that the Member's age exceeds the Beneficiary's age by more than 5 years, provided that the factor shall not be greater than 1.00..

Conversion from a single life annuity to 66 2/3% Joint and Survivor Annuity: - 0.855 increased by 0.005 for each year that the Beneficiary's age exceeds the Member's age by more than 5 years, and decreased by 0.005 for each year that the Member's age exceeds the Beneficiary's age by more than 5 years. provided that the factor shall not be greater than 1.00..

Conversion from a single life annuity to 75% Joint and Survivor Annuity: - 0.840 increased by 0.005 for each year that the Beneficiary's age exceeds the Member's age by more than 5 years, and decreased by 0.005 for each year that the Member's age exceeds the Beneficiary's age by more than 5 years, provided that the factor shall not be greater than 1.00.

Conversion from a single life annuity to a Life Annuity with 10 Years Certain: 0.92

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**Powder Coatings Nashville Optional Forms:**

Conversion from a single life annuity to 50%, 75% or 100% Joint and Survivor Annuity: Actuarially equivalent to the single life annuity using 7% and the 1984 Unisex Pension Mortality Table

Conversion from a single life annuity to Lump Sum: Actuarially equivalent to the single life annuity using PPA Segment Rates of 1.02%, 3.71%, and 4.67% and the 417(e)(3) Applicable Mortality Table for 2012.

**Hanna, Detroit, Pontiac and Sikkens Optional Forms:**

Conversion from a single life annuity to 50% Joint and Survivor Annuity: - 0.91 increased by 0.01 for each year that the Beneficiary's age exceeds the Member's age by more than 5 years, and decreased by 0.01 for each year that the Member's age exceeds the Beneficiary's age by more than 5 years; provided that the factor shall not be greater than 1.00

Conversion from a single life annuity to 75% Joint and Survivor Annuity: 0.87 increase by 0.01 for each year that the Beneficiary's age exceeds the Member's age by more than 5 years, and decreased by 0.01 for each year that the Member's age exceeds the Beneficiary's age by more than 5 years; provided that the factor shall not be greater than 1.00

Conversion from a single life annuity to 100% Joint and Survivor Annuity: 0.83 increased by 0.01 for each year that the Beneficiary's age exceeds the Member's age by more than 5 years, and decreased by 0.01 for each year that the Member's age exceeds the Beneficiary's age by more than 5 years; provided that the factor shall not be greater than 1.00.

Conversion from a single life annuity to a Life Annuity with Five Years Certain: 0.98

Conversion from a single life annuity to a Life Annuity with Ten Years Certain: 0.93

**Baxley Optional Forms:**

Conversion from a single life annuity to 50%, 75% or 100% Joint and Survivor Annuity: Actuarially equivalent to the single life annuity using 7% and the 1971 Towers, Perrin, Forster and Crosby Forecast Mortality Table using a one-year age setback for the Member and a five-year age setback for the Beneficiary or Spouse

Conversion from a single life annuity to a Life Annuity with Five or Ten Years Certain: Actuarially equivalent to the single life annuity using 7% and the 1971 Towers, Perrin, Forster and Crosby Forecast Mortality Table using a one-year age setback for the Member and a five-year age setback for the Beneficiary or Spouse

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**Deer Park, LeMoyne and Gallipolis Joint & Survivor Optional Forms:**

Conversion from a single life annuity to a Joint and Survivor Annuity: 8% compounded using mortality rates as provided in the Appendix of the plan document.

Sample factors if spouse five years younger than participant:

| <u>Age</u> | <u>Spouse Age</u> | <u>100%</u> | <u>50%</u> | <u>75%</u> |
|------------|-------------------|-------------|------------|------------|
| 55         | 50                | .8614       | .9255      | .8923      |
| 56         | 51                | .8542       | .9214      | .8866      |
| 57         | 52                | .8469       | .9171      | .8806      |
| 58         | 53                | .8392       | .9126      | .8744      |
| 59         | 54                | .8314       | .9079      | .8679      |
| 60         | 55                | .8233       | .9030      | .8613      |
| 61         | 56                | .8150       | .8981      | .8546      |
| 62         | 57                | .8066       | .8930      | .8476      |
| 63         | 58                | .7981       | .8878      | .8405      |
| 64         | 59                | .7895       | .8823      | .8333      |
| 65         | 60                | .7808       | .8769      | .8261      |

Sample factors if spouse same age as participant:

| <u>Age</u> | <u>Spouse Age</u> | <u>100%</u> | <u>50%</u> | <u>75%</u> |
|------------|-------------------|-------------|------------|------------|
| 55         | 55                | .8805       | .9365      | .9077      |
| 56         | 56                | .8748       | .9332      | .9030      |
| 57         | 57                | .8687       | .9298      | .8982      |
| 58         | 58                | .8625       | .9262      | .8932      |
| 59         | 59                | .8561       | .9224      | .8880      |
| 60         | 60                | .8495       | .9186      | .8827      |
| 61         | 61                | .8429       | .9148      | .8774      |
| 62         | 62                | .8362       | .9108      | .8719      |
| 63         | 63                | .8294       | .9068      | .8663      |
| 64         | 64                | .8224       | .9026      | .8606      |
| 65         | 65                | .8157       | .8985      | .8551      |

**Schedule SB, Part V – Summary of Plan Provisions**  
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**Deer Park, LeMoyne and Gallipolis Joint & Survivor Optional Forms  
(continued):**

Sample factors if spouse five years older than participant:

| <u>Age</u> | <u>Spouse Age</u> | <u>100%</u> | <u>50%</u> | <u>75%</u> |
|------------|-------------------|-------------|------------|------------|
| 55         | 60                | .9015       | .9482      | .9321      |
| 56         | 61                | .8971       | .9457      | .9207      |
| 57         | 62                | .8924       | .9432      | .9171      |
| 58         | 63                | .8877       | .9405      | .9134      |
| 59         | 64                | .8828       | .9377      | .9095      |
| 60         | 65                | .8779       | .9350      | .9055      |
| 61         | 66                | .8729       | .9321      | .9016      |
| 62         | 67                | .8679       | .9293      | .8975      |
| 63         | 68                | .8629       | .9264      | .8935      |
| 64         | 69                | .8578       | .9235      | .8894      |
| 65         | 70                | .8529       | .9206      | .8855      |

**Deer Park and LeMoyne Life Annuity Other Optional Forms:**

Conversion from a single life annuity to a Life Annuity with Ten Year Certain:

| <b>Ten Year C&amp;L Factors<br/>for the Pru Annuity</b> |               |
|---------------------------------------------------------|---------------|
| <b>Age</b>                                              | <b>Factor</b> |
| 0                                                       | 0.0000        |
| 55                                                      | 0.9758        |
| 56                                                      | 0.9729        |
| 57                                                      | 0.9695        |
| 58                                                      | 0.9658        |
| 59                                                      | 0.9614        |
| 60                                                      | 0.9567        |
| 61                                                      | 0.9515        |
| 62                                                      | 0.9454        |
| 63                                                      | 0.9390        |
| 64                                                      | 0.9317        |
| 65+                                                     | 0.9239        |

Conversion from a single life annuity to Lump Sum: Actuarially equivalent to the single life annuity using PPA Segment Rates of 1.02%, 3.71%, and 4.67% and the 417(e)(3) Applicable Mortality Table for 2012.

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**Pasadena, Morris, McCook and Burt Joint & Survivor Optional Forms:**

Conversion from a single life annuity to 50% Joint and Survivor Annuity: - 0.91 increased by 0.01 for each year that the Beneficiary's age exceeds the Member's age by more than 5 years, and decreased by 0.01 for each year that the Member's age exceeds the Beneficiary's age by more than 5 years; provided that the factor shall not be greater than 1.00

Conversion from a single life annuity to 75% Joint and Survivor Annuity: 0.87 increase by 0.01 for each year that the Beneficiary's age exceeds the Member's age by more than 5 years, and decreased by 0.01 for each year that the Member's age exceeds the Beneficiary's age by more than 5 years; provided that the factor shall not be greater than 1.00

Conversion from a single life annuity to 100% Joint and Survivor Annuity: 0.83 increased by 0.01 for each year that the Beneficiary's age exceeds the Member's age by more than 5 years, and decreased by 0.01 for each year that the Member's age exceeds the Beneficiary's age by more than 5 years; provided that the factor shall not be greater than 1.00.

**Pasadena, Morris and McCook Lump Sum optional form:**

Conversion from a single life annuity to Lump Sum: Actuarially equivalent to the single life annuity using PPA Segment Rates 1.02%, 3.71%, and 4.67% and the 417(e)(3) Applicable Mortality Table for 2012.

**Morris and McCook Pop-Up optional forms:**

Conversion from a single life annuity to 50% Joint and Survivor Pop-Up Annuity: - 0.90 increased by 0.01 for each year that the Beneficiary's age exceeds the Member's age by more than 5 years, and decreased by 0.01 for each year that the Member's age exceeds the Beneficiary's age by more than 5 years; provided that the factor shall not be greater than 1.00

Conversion from a single life annuity to 100% Joint and Survivor Pop-Up Annuity: 0.82 increased by 0.01 for each year that the Beneficiary's age exceeds the Member's age by more than 5 years, and decreased by 0.01 for each year that the Member's age exceeds the Beneficiary's age by more than 5 years; provided that the factor shall not be greater than 1.00.

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**Ardsley, Monongahela and Weston Optional Forms:**

**Table of Joint and Survivor Adjustment Factors**

| Members Attained Age at Benefit Commencement                                                                                                                                                | Less than 25 | 25-35 | 35-44 | 45-54 | At least 55 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|-------|-------|-------|-------------|
| Basic Factor                                                                                                                                                                                |              |       |       |       |             |
| 50%                                                                                                                                                                                         | 0.99         | 0.98  | 0.97  | 0.94  | 0.91        |
| 75%                                                                                                                                                                                         | 0.95         | 0.94  | 0.93  | 0.90  | 0.87        |
| 100%                                                                                                                                                                                        | 0.91         | 0.90  | 0.89  | 0.86  | 0.83        |
| Adjustment decreasing Basic Factor for each year that Member's attained age exceeds Beneficiary's attained age by more than 5 years.                                                        | -0.00        | -0.00 | -0.00 | -0.00 | -0.01       |
| Adjustment increasing Basic Factor for each year that Beneficiary's attained age exceeds Member's attained age by more than 5 years provided that the factor shall not be greater than 1.00 | +0.01        | +0.01 | +0.01 | +0.01 | +0.01       |

Conversion from a single life annuity to a Life Annuity with Ten Years Certain: 0.93

**Schedule SB, Part V – Summary of Plan Provisions  
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AkzoNobel Retirement Plan**

**Paints Salaried, Alco Union and Paints Hourly, Paints Salaried with Grow Group, National Starch & Chemical - Salisbury Nonunion, National Starch & Chemical Salaried - SPG and ICI Group Services and ICI Americas Optional Forms:**

Conversion from a single life annuity to 50%, 75% or 100% Joint and Survivor Annuity: Actuarially equivalent to the single life annuity using 8% and the 1994 Group Annuity Reserving Mortality Table.

**Paints Salaried, Paints Salaried with Grow Group, National Starch & Chemical - Salisbury Nonunion, National Starch & Chemical - SPG and ICI Group Services, ICI Americas Optional Forms:**

Conversion from a single life annuity to the Life Annuity with 5 or 10 Years Certain & Life: Actuarially equivalent to the single life annuity using 6% and the 1994 Group Annuity Reserving Mortality Table.

**Paints Salaried, Paints Hourly, ICI Americas Optional Forms:**

Conversion from a single life annuity to the Social Security Level Income Annuity: Actuarially equivalent to the single life annuity using PPA Segment Rates of 1.02%, 3.71%, and 4.67% and the 417(e)(3) Applicable Mortality Table for 2012.

**Grow Group Optional Forms:**

Conversion from a single life annuity to 50%, 66.67% or 100% Joint and Survivor Annuity and 5, 10, 15, Years Certain & Life: Actuarially equivalent to the single life annuity using 8% and the 1951 Group Annuity Mortality projected to 1970 by Scale C.

**Grow Group Optional Forms:**

Conversion from a single life annuity to 75% Joint and Survivor Annuity: Actuarially equivalent to the single life annuity using 8% and the 1994 Group Annuity Reserving Mortality Table.

**National Starch & Chemical - Salisbury Nonunion Optional Forms:**

Conversion from a single life annuity to the Life Annuity with 15 Years Certain: Actuarially equivalent to the single life annuity using 6% and the 1994 Group Annuity Reserving Mortality Table.

**Schedule SB, Part V – Summary of Plan Provisions**  
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**AkzoNobel Retirement Plan**

**Grow Group and National Starch & Chemical Salaried - SPG and ICI Group Services Optional Forms:**

Conversion from a single life annuity to Lump Sum: Actuarially equivalent to the single life annuity using PPA Segment Rates of 1.02%, 3.71%, and 4.67% and the 417(e)(3) Applicable Mortality Table for 2012.

**NonUnion Explosives and Union Explosives Optional Forms:**

Conversion from a single life annuity to 50%, 75% or 100% Joint and Survivor Annuity: Actuarially equivalent to the single life annuity using 7% and the 1984 Unisex Pension Mortality Table.

**INAAP Salaried and INAAP Hourly Optional Forms:**

Conversion from a single life annuity to 50%, 75% or 100% Joint and Survivor Annuity: Actuarially equivalent to the single life annuity using 7% and the 1971 Towers, Perrin, Forster and Crosby Forecast Mortality Table using a one-year age setback for the Member and a five-year age setback for the Beneficiary or Spouse.

|                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                |                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><small>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>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).<br><b>► File as an attachment to Form 5500 or 5500-SF.</b> | OMB No 1210-0110<br><br><b>2012</b><br><br>This Form is Open to Public Inspection |
| For calendar plan year 2012 or fiscal plan year beginning <u>12/31/2012</u> and ending <u>12/30/2013</u>                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                |                                                                                   |

► 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.

|                                                                                                                                                                          |                                                                                                                                                                                                                  |                                                                        |     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|-----|
| <b>A</b> Name of plan<br><br><u>AkzoNobel Retirement Plan</u>                                                                                                            | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%;"><b>B</b> Three-digit plan number (PN) ►</td> <td style="width: 30%; text-align: center;">001</td> </tr> </table> | <b>B</b> Three-digit plan number (PN) ►                                | 001 |
| <b>B</b> Three-digit plan number (PN) ►                                                                                                                                  | 001                                                                                                                                                                                                              |                                                                        |     |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br><u>Akzo Nobel Inc.</u>                                                                   | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>D</b> Employer Identification Number (EIN)<br/><br/> <u>56-1349341</u></td> </tr> </table>                                        | <b>D</b> Employer Identification Number (EIN)<br><br><u>56-1349341</u> |     |
| <b>D</b> Employer Identification Number (EIN)<br><br><u>56-1349341</u>                                                                                                   |                                                                                                                                                                                                                  |                                                                        |     |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B <input type="checkbox"/> Other |                                                                                                                                                                                                                  |                                                                        |     |
| <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500                  |                                                                                                                                                                                                                  |                                                                        |     |

| Part I Basic Information |                                                                                                                                                                                                    |                            |                    |
|--------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------------------|
| <b>1</b>                 | Enter the valuation date: Month <u>12</u> Day <u>31</u> Year <u>2012</u>                                                                                                                           |                            |                    |
| <b>2</b>                 | Assets:                                                                                                                                                                                            |                            |                    |
|                          | a Market value                                                                                                                                                                                     | <b>2a</b>                  | 943,567,285        |
|                          | b Actuarial value                                                                                                                                                                                  | <b>2b</b>                  | 903,254,415        |
| <b>3</b>                 | Funding target/participant count breakdown:                                                                                                                                                        | (1) Number of participants | (2) Funding Target |
|                          | a For retired participants and beneficiaries receiving payment                                                                                                                                     | <b>3a</b>                  | 528,345,540        |
|                          | b For terminated vested participants                                                                                                                                                               | <b>3b</b>                  | 172,150,209        |
|                          | c For active participants:                                                                                                                                                                         |                            |                    |
|                          | (1) Non-vested benefits                                                                                                                                                                            | <b>3c(1)</b>               | 13,462,086         |
|                          | (2) Vested benefits                                                                                                                                                                                | <b>3c(2)</b>               | 195,883,061        |
|                          | (3) Total active                                                                                                                                                                                   | <b>3c(3)</b>               | 209,345,147        |
|                          | d Total                                                                                                                                                                                            | <b>3d</b>                  | 909,840,896        |
| <b>4</b>                 | If the plan is in at-risk status, check the box and complete lines (a) and (b) <input type="checkbox"/>                                                                                            |                            |                    |
|                          | a Funding target disregarding prescribed at-risk assumptions                                                                                                                                       | <b>4a</b>                  |                    |
|                          | 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 | <b>4b</b>                  |                    |
| <b>5</b>                 | Effective interest rate                                                                                                                                                                            | <b>5</b>                   | 6.90 %             |
| <b>6</b>                 | Target normal cost                                                                                                                                                                                 | <b>6</b>                   | 5,447,290          |

**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.

|                      |                                                                                 |                                                                                   |
|----------------------|---------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| <b>SIGN<br/>HERE</b> | <div style="text-align: center;"> <br/>       Signature of actuary     </div>   | <div style="text-align: center;"> <u>Oct. 14, 2014</u><br/>       Date     </div> |
|                      | NICOLE M. STOPOULOS<br>Type or print name of actuary                            | 14-05133<br>Most recent enrollment number                                         |
|                      | TOWERS WATSON PENNSYLVANIA INC.<br>Firm name                                    | (312) 525-2500<br>Telephone number (including area code)                          |
|                      | 191 N. Wacker Drive, Suite 2100<br>CHICAGO IL 60606-1615<br>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) 2012  
v. 120126



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

|                                                                                                                                                                                              |                        |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                        |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>5.54 % | 2nd segment:<br>6.85 % | 3rd segment:<br>7.52 %                              |
|                                                                                                                                                                                              |                        |                        | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code)                                                                                                                                                       |                        |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age                                                                                                                                                    |                        |                        | <b>22</b> 63                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                        |                        |                                                     |

**Part VI Miscellaneous Items**

|                                                                                                                                                                   |           |                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. |           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.                                      |           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.                            |           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.                                   | <b>27</b> |                                                                     |

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

|                                                                                                                                 |           |   |
|---------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contributions for all prior years                                                             | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a). | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (line 28 minus line 29)                                     | <b>30</b> | 0 |

**Part VIII Minimum Required Contribution For Current Year**

| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                             |                                                                                                                                                                                                                                                                                                                                    |                   |                    |  |                     |             |                                                 |           |            |                                          |   |   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|--------------------|--|---------------------|-------------|-------------------------------------------------|-----------|------------|------------------------------------------|---|---|
| <b>a</b> Target normal cost (line 6)                                                                                                                                           | <b>31a</b>                                                                                                                                                                                                                                                                                                                         | 5,447,290         |                    |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a                                                                                                           | <b>31b</b>                                                                                                                                                                                                                                                                                                                         | 0                 |                    |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>32</b> Amortization installments:                                                                                                                                           | <table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td><b>a</b> Net shortfall amortization installment</td> <td>6,586,481</td> <td>13,344,744</td> </tr> <tr> <td><b>b</b> Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table> |                   |                    |  | Outstanding Balance | Installment | <b>a</b> Net shortfall amortization installment | 6,586,481 | 13,344,744 | <b>b</b> Waiver amortization installment | 0 | 0 |
|                                                                                                                                                                                | Outstanding Balance                                                                                                                                                                                                                                                                                                                | Installment       |                    |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>a</b> Net shortfall amortization installment                                                                                                                                | 6,586,481                                                                                                                                                                                                                                                                                                                          | 13,344,744        |                    |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>b</b> Waiver amortization installment                                                                                                                                       | 0                                                                                                                                                                                                                                                                                                                                  | 0                 |                    |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>33</b> 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 | <b>33</b>                                                                                                                                                                                                                                                                                                                          |                   |                    |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)                                                         | <b>34</b>                                                                                                                                                                                                                                                                                                                          | 18,792,034        |                    |  |                     |             |                                                 |           |            |                                          |   |   |
|                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                    | Carryover balance | Prefunding balance |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>35</b> Balances elected for use to offset funding requirement                                                                                                               |                                                                                                                                                                                                                                                                                                                                    | 0                 | 0                  |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>36</b> Additional cash requirement (line 34 minus line 35)                                                                                                                  | <b>36</b>                                                                                                                                                                                                                                                                                                                          | 18,792,034        |                    |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)                                                  | <b>37</b>                                                                                                                                                                                                                                                                                                                          | 170,775,958       |                    |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                   |                    |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>a</b> Total (excess, if any, of line 37 over line 36)                                                                                                                       | <b>38a</b>                                                                                                                                                                                                                                                                                                                         | 151,983,924       |                    |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances                                                                | <b>38b</b>                                                                                                                                                                                                                                                                                                                         | 0                 |                    |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)                                                                      | <b>39</b>                                                                                                                                                                                                                                                                                                                          | 0                 |                    |  |                     |             |                                                 |           |            |                                          |   |   |
| <b>40</b> Unpaid minimum required contributions for all years                                                                                                                  | <b>40</b>                                                                                                                                                                                                                                                                                                                          | 0                 |                    |  |                     |             |                                                 |           |            |                                          |   |   |

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

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

## Attachment to 2012 Form 5500

EIN: 56-1349341

PN: 001

[illegible]

Attachment to 2012 Form 5500  
Schedule SB, line 32 - Schedule of Amortization Bases

**Plan Name** AkzoNobel Retirement Plan

Plan Sponsor's Name Akzo Nobel Inc.

EIN: 56-1349341

PN: 001

[illegible]

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div><br><br>This Form is Open to Public Inspection |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                   |                                                                      |                                                                                 |                                                             |            |
|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------------|------------|
| <b>Part I Annual Report Identification Information</b>                                            |                                                                      |                                                                                 |                                                             |            |
| For calendar plan year 2012 or fiscal plan year beginning                                         |                                                                      | 12/31/2012                                                                      | and ending                                                  | 12/30/2013 |
| <b>A</b> This return/report is for:                                                               | <input type="checkbox"/> a multiemployer plan;                       | <input type="checkbox"/> a multiple-employer plan; or                           | <input checked="" type="checkbox"/> a single-employer plan; |            |
|                                                                                                   |                                                                      |                                                                                 | <input type="checkbox"/> a DFE (specify) _____              |            |
| <b>B</b> This return/report is:                                                                   | <input type="checkbox"/> the first return/report;                    | <input type="checkbox"/> the final return/report;                               |                                                             |            |
|                                                                                                   | <input type="checkbox"/> an amended return/report;                   | <input type="checkbox"/> a short plan year return/report (less than 12 months). |                                                             |            |
| <b>C</b> If the plan is a collectively-bargained plan, check here. ....▶ <input type="checkbox"/> |                                                                      |                                                                                 |                                                             |            |
| <b>D</b> Check box if filing under:                                                               | <input checked="" type="checkbox"/> Form 5558;                       | <input type="checkbox"/> automatic extension;                                   | <input type="checkbox"/> the DFVC program;                  |            |
|                                                                                                   | <input type="checkbox"/> special extension (enter description) _____ |                                                                                 |                                                             |            |

|                                                                                                                                                                                            |                                                              |                                                        |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------|--|
| <b>Part II Basic Plan Information—enter all requested information</b>                                                                                                                      |                                                              |                                                        |  |
| <b>1a</b> Name of plan AkzoNobel Retirement Plan                                                                                                                                           | <b>1b</b> Three-digit plan number (PN) ▶                     | 001                                                    |  |
|                                                                                                                                                                                            | <b>1c</b> Effective date of plan                             | 12/13/1941                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br>Akzo Nobel, Inc.<br><br>525 West Van Buren St<br><br>Chicago IL 60607 | <b>2b</b> Employer Identification Number (EIN)<br>56-1349341 | <b>2c</b> Sponsor's telephone number<br>(312) 544-7000 |  |
|                                                                                                                                                                                            | <b>2d</b> Business code (see instructions)<br>325100         |                                                        |  |

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

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

|                                                                                                            |                                    |          |                                                              |
|------------------------------------------------------------------------------------------------------------|------------------------------------|----------|--------------------------------------------------------------|
| SIGN HERE                                                                                                  |                                    | 10/13/14 | Yvette Williger                                              |
|                                                                                                            | Signature of plan administrator    | Date     | Enter name of individual signing as plan administrator       |
| SIGN HERE                                                                                                  |                                    | 10/13/14 | Yvette Williger                                              |
|                                                                                                            | Signature of employer/plan sponsor | Date     | Enter name of individual signing as employer or plan sponsor |
| SIGN HERE                                                                                                  |                                    |          |                                                              |
|                                                                                                            | Signature of DFE                   | Date     | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) |                                    |          | Preparer's telephone number (optional)                       |
|                                                                                                            |                                    |          |                                                              |

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

Form 5500 (2013)  
v. 130118

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>3b</b> Administrator's EIN<br><br><b>3c</b> Administrator's telephone number<br><br>                                               |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                     |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>5</b> 20,409                                                                                                                       |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).<br><br><b>a</b> Active participants.....<br><b>b</b> Retired or separated participants receiving benefits.....<br><b>c</b> Other retired or separated participants entitled to future benefits.....<br><b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....<br><b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....<br><b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....<br><b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....<br><b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested..... | <b>6a</b> 2,590<br><b>6b</b> 35<br><b>6c</b> 3,671<br><b>6d</b> 6,296<br><b>6e</b> 265<br><b>6f</b> 6,561<br><b>6g</b><br><b>6h</b> 0 |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>7</b>                                                                                                                              |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>1A 1C 1D 1G 3H                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                       |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                       |

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

# **AKZONOBEL RETIREMENT PLAN**

Chicago, Illinois

## **FINANCIAL STATEMENTS**

Including Independent Auditors' Report

As of and for the Years Ended December 30, 2013 and 2012

# AKZONOBEL RETIREMENT PLAN

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BAKER TILLY

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## INDEPENDENT AUDITORS' REPORT

AkzoNobel Retirement Plans Committee  
AkzoNobel Retirement Plan  
Chicago, IL

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of AkzoNobel Retirement Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 30, 2013 and the related statement of changes in net assets available for benefits for the year then ended and the statement of accumulated plan benefits as of December 30, 2012 and the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

### ***Management's Responsibility for the Financial Statements***

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

### ***Auditors' Responsibility***

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

### ***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (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 6, which was certified by Northern Trust (Trustee), except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investments and executes investment transactions. The Plan administrator has obtained a certification from the Trustee, as of and for the year then ended December 30, 2013, that the information provided to the Plan administrator by the Trustee is complete and accurate.

### ***Disclaimer of Opinion***

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

### ***Other Matter - Supplemental Schedules***

The supplemental schedule of assets (held at the end of the year) as of December 30, 2013 and the schedule of reportable transactions for the year then ended, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

### ***Other Matter—2012 Financial Statements***

The financial statements of the Plan as of December 30, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the Trustee. Their report, dated June 28, 2013, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

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

*Baker Tilly Virchow Krause, LLP*

Chicago, Illinois  
October 15, 2014

# AKZONOBEL RETIREMENT PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS As of December 30, 2013 and 2012

| <b>ASSETS</b>                            |                       |                       |
|------------------------------------------|-----------------------|-----------------------|
|                                          | <u>2013</u>           | <u>2012</u>           |
| Investments, at fair value               |                       |                       |
| Collective trusts                        | \$ 44,166,553         | \$ 217,383,556        |
| Comingled funds                          | 58,340,262            | 108,399,431           |
| Municipal bonds                          | 11,644,325            | 34,495,158            |
| Derivatives                              | 53,674                | (367,163)             |
| Common stock                             | -                     | 56,147,257            |
| Preferred stock                          | -                     | 363,280               |
| Government securities                    | 11,959,559            | 91,488,214            |
| Private equity investments               | 42,072,008            | 44,724,642            |
| Corporate bonds                          | 86,144,201            | 353,039,412           |
| Cash and cash equivalents                | <u>34,894,910</u>     | <u>12,470,426</u>     |
| Total investments                        | 289,275,492           | 918,144,213           |
| Receivables                              |                       |                       |
| Company contribution                     | -                     | 21,466,347            |
| Accrued income                           | 1,947,444             | 6,405,182             |
| Due from broker                          | <u>373,691</u>        | <u>-</u>              |
| Total Assets                             | <u>291,596,627</u>    | <u>946,015,742</u>    |
| <b>LIABILITIES</b>                       |                       |                       |
| Due to broker and other payables         | 2,058,847             | 1,984,957             |
| Annuity purchase payable                 | <u>34,538,762</u>     | <u>-</u>              |
| Total Liabilities                        | <u>36,597,609</u>     | <u>1,984,957</u>      |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b> | <u>\$ 254,999,018</u> | <u>\$ 944,030,785</u> |

See accompanying notes to financial statements.

# AKZONOBEL RETIREMENT PLAN

## STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Years Ended December 30, 2013 and 2012

|                                                              | <u>2013</u>           | <u>2012</u>           |
|--------------------------------------------------------------|-----------------------|-----------------------|
| <b>ADDITIONS</b>                                             |                       |                       |
| Investment income                                            |                       |                       |
| Net appreciation in fair value of investments                | \$ -                  | \$ 86,753,406         |
| Interest and dividends                                       | <u>21,137,866</u>     | <u>27,139,690</u>     |
| Net Investment Income                                        | 21,137,866            | 113,893,096           |
| Company contributions                                        | <u>181,570,174</u>    | <u>35,627,139</u>     |
| Total Additions                                              | <u>202,708,040</u>    | <u>149,520,235</u>    |
| <b>DEDUCTIONS</b>                                            |                       |                       |
| Net depreciation in fair value of investments                | 5,878,047             | -                     |
| Benefits paid to participants                                | 200,797,673           | 117,900,666           |
| Purchase of annuity contract                                 | 675,000,000           | -                     |
| Administrative expenses                                      | <u>10,064,087</u>     | <u>8,657,790</u>      |
| Total Deductions                                             | <u>891,739,807</u>    | <u>126,558,456</u>    |
| Net Change                                                   | (689,031,767)         | 22,961,779            |
| <b>NET ASSETS AVAILABLE FOR BENEFITS - Beginning of Year</b> | <u>944,030,785</u>    | <u>921,069,006</u>    |
| <b>NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR</b>       | <u>\$ 254,999,018</u> | <u>\$ 944,030,785</u> |

See accompanying notes to financial statements.

**AKZONOBEL RETIREMENT PLAN**  
**STATEMENT OF ACCUMULATED PLAN BENEFITS**  
As of December 30, 2012

---

|                                                                       | <u>2012</u>                       |
|-----------------------------------------------------------------------|-----------------------------------|
| <b>ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS</b>           |                                   |
| Vested benefits:                                                      |                                   |
| Participants and beneficiaries currently receiving payments           | \$ 669,162,223                    |
| Other participants                                                    | <u>553,741,468</u>                |
| Total Vested Benefits                                                 | 1,222,903,691                     |
| <br>Nonvested benefits                                                | <br><u>19,275,366</u>             |
| <br><b>TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS</b> | <br><u><u>\$1,242,179,057</u></u> |

See accompanying notes to financial statements.

## AKZONOBEL RETIREMENT PLAN

### STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS For the Years Ended December 30, 2012

---

|                                                                                 | <u>2012</u>                        |
|---------------------------------------------------------------------------------|------------------------------------|
| <b>ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS - Beginning of Year</b> | <u>\$1,233,241,638</u>             |
| Increase (decrease) due to:                                                     |                                    |
| Distributions                                                                   | (117,900,666)                      |
| Benefits accumulated                                                            | 970,667                            |
| Actuarial (gains)/losses                                                        | (1,121,268)                        |
| Change in actuarial assumptions                                                 | 77,602,218                         |
| Decrease in discount period                                                     | <u>49,386,468</u>                  |
| Net Increase During the Year                                                    | <u>8,937,419</u>                   |
| <br><b>ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS - END OF YEAR</b>   | <br><u><u>\$ 1,242,179,057</u></u> |

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended December 30, 2013 and 2012

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#### NOTE 1 - Description of the Plan

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The following brief description of the AkzoNobel Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

##### *General*

The Plan is a non-contributory, defined benefit pension plan covering eligible employees of AkzoNobel, Inc. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

##### *Plan Freeze*

The Plan was closed to substantially all new entrants as of October 1, 2006. Benefit accruals within the Plan freeze in accordance with the applicable supplement and formula. Cash balance participants that have interest credits will continue to increase participant account balances.

##### *Pension, Death and Disability Benefits*

A vested participant who retires at the normal retirement date (the first day of the month following his or her 65th birthday) and has completed five years of service is entitled to normal retirement benefits in the form of a joint and survivor annuity or, if the participant waives the joint and survivor annuity option, a single life annuity, or equal installments over the assumed life expectancy of the participant, or over the assumed joint life expectancy of the participant and his or her beneficiary with a 10-year certain option. The monthly amount of the annuity is either determined by a formula times years of credited service, as defined by the Plan, to a maximum of 40 years, or a cash balance credit. A lump-sum distribution is available for participants whose present value of benefits is \$5,000 or less.

A participant who has attained the age of 55 and has completed at least 10 years of eligible service may elect early retirement. The annual amount of early retirement benefits is determined as described above for normal benefits, but is reduced by 0.5% for each month by which the date the retirement income commences preceding age 62.

The spouse of a vested participant, upon the death of the vested participant, is entitled to 50% of the benefits that would have been payable to the vested participant. For a participant who is not married, upon the death of the vested participant, a retirement benefit may be paid to the beneficiary in the form of monthly installments.

Effective January 1, 1998, the Plan was converted to a cash balance plan, as defined in the Plan document. Employees participating in the cash balance formula may elect commencement of benefits at any age following termination of employment and the completion of three years of service. The cash balance feature offers the option of an annuity or lump sum upon retirement. Pay credits for the cash balance feature will not be credited after December 31, 2006; however, cash balance interest credits will continue to accrue.

The spouse or other beneficiary of a vested participant who has a cash balance account will be paid 100% of the value of that account in the form of a lump sum. A spouse may instead elect the value in the form of an annuity.

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended December 30, 2013 and 2012

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#### **NOTE 1 - Description of the Plan (cont.)**

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Active employees who become totally disabled and qualify for Social Security Disability and the AkzoNobel Long-Term Disability Plan continue to accrue benefits under some formulas as if their service and annual compensation remained the same as at the time they become disabled until they reach normal retirement age, the formula freeze date, die or recover, whichever occurs earlier.

##### *Purchase of Annuity Contract*

On December 11, 2013 the Company purchased a group annuity allocated contract on behalf of the Plan from Metropolitan Life Insurance Company ("MetLife"). Premium paid for contract purchase was \$675,000,000, which was paid with cash and asset in kind transfers. MetLife assumed legal obligation to provide specified pension benefits to approximately 9,400 retirees of the Plan. The contract purchased resulted in approximately \$655,000,000 reduction in the Plan's accumulated plan benefit obligation.

##### *Lump Sum Payment*

During 2012, the Plan was amended to add a temporary lump sum payment option for eligible Plan participants. Participants had the opportunity to elect a one-time lump sum distribution of their entire pension benefit in December 2012. The option in 2012 resulted in approximately \$47 million in payouts to approximately 2,500 participants who took advantage of the offering. This option did not have a significant impact on the obligation

During 2013, the Plan was amended again to add a temporary lump sum payment "option" for eligible Plan participants. Participants had the opportunity to elect a one-time lump sum distribution of their entire pension benefit in December 2013. The option in 2013 resulted in approximately \$130 million in payouts to approximately 4,500 participants who took advantage of the offering. This option resulted in approximately a \$123 million reduction in the Plan's accumulated plan benefit obligation..

##### *Vesting*

Participants of the Plan vest in the benefits of the plan according to the specific vesting schedules by plant location, as noted in the plan document.

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#### **NOTE 2 - Summary of Significant Accounting Policies**

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##### *Basis of Accounting*

The accompanying financial statements of the Plan have been prepared on an accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

##### *Investment Valuation and Income Recognition*

The Plan's investments are stated 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. See Note 7 for discussion of fair value measurements.

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended December 30, 2013 and 2012

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#### **NOTE 2 - Summary of Significant Accounting Policies (cont.)**

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##### *Investment Valuation and Income Recognition (cont.)*

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

##### *Accounting Estimates*

The preparation of the financial statements in conformity U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of Plan assets available for benefits and the actuarial present value of accumulated Plan benefits as of the date of the financial statements. Actual results could differ from those estimates. The Plan uses an actuary to determine the actuarial present value of accumulated Plan benefits. A change in the actuarial assumptions used could significantly change the amount of the actuarial present value of accumulated Plan benefits reported in the accompanying financial statements.

##### *Actuarial Present Value of Accumulated Plan Benefits*

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the services employees have rendered. Accumulated Plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of the employees who have died, and (3) present employees or their beneficiaries. All benefits payable are included to the extent they are deemed attributable to employee service rendered to the valuation date.

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

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended December 30, 2013 and 2012

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#### NOTE 2 - Summary of Significant Accounting Policies (cont.)

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##### *Actuarial Present Value of Accumulated Plan Benefits (cont.)*

The significant actuarial assumptions used in the valuation at December 30, 2012 and 2011, were as follows:

|                         |                                                                                                                                                                                      |                 |  |
|-------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|--|
| Mortality Rate          | Gender-specific RP2000 tables with mortality improvements through 2015 for healthy participants with white collar adjustments for salaried and no collar adjustments for all others. |                 |  |
| Assumed retirement age  | Actives                                                                                                                                                                              |                 |  |
|                         | Age                                                                                                                                                                                  | Retirement Rate |  |
|                         | 55-59                                                                                                                                                                                | 0.02            |  |
|                         | 60-61                                                                                                                                                                                | 0.05            |  |
|                         | 62                                                                                                                                                                                   | 0.25            |  |
|                         | 63                                                                                                                                                                                   | 0.20            |  |
|                         | 64                                                                                                                                                                                   | 0.20            |  |
|                         | 65                                                                                                                                                                                   | 1.00            |  |
|                         | Inactives: Retirement age is assumed to be age 65 or earliest unreduced age for all deferred vested inactives.                                                                       |                 |  |
| Form of payment         | Lump-sum payment for those eligible; otherwise, assumed to be an annuity                                                                                                             |                 |  |
| Discount rate           | 3.6%, changed from 4.2% at December 30, 2012                                                                                                                                         |                 |  |
| Interest crediting rate | 4.0%                                                                                                                                                                                 |                 |  |

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

The actuarial present value of accumulated Plan benefits as of December 30, 2012, has considered the amendments to the Plan as discussed in Note 1. Amendments that became effective subsequent to December 30, 2012, have not been considered in this valuation.

##### *Payment of Benefits*

Benefits are recorded when paid.

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#### NOTE 3 - Funding Policy

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The Plan is funded in accordance with the contribution requirements of ERISA. Participants are not permitted to make contributions to the Plan. The Company contributes such amounts as are necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits owed to the Plan participants. The minimum funding requirements of ERISA were met during 2013 and 2012.

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended December 30, 2013 and 2012

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#### NOTE 4 - Plan Termination

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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:

1. Benefits of participants to whom retirement payments commenced or could have commenced had the participant retired at least three years preceding the date of termination, based on the Plan provisions in effect five years prior to termination.
2. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed below).
3. All other vested benefits (that is, vested benefits not insured by the PBGC).
4. All non-vested 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. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or Plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

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

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#### NOTE 5 - Investments

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The fair values of investments that represent 5% or more of the Plan's net assets as of December 30, 2013 and 2012, are as follows:

|                                                | 2013       | 2012       |
|------------------------------------------------|------------|------------|
| MFB NT Collective S&P 500 Index Fund - Lending | 19,167,477 | 89,873,127 |
| MFO PIMCO Short Term Floating Nav Port         | 25,834,952 | -          |
| Sankaty High Income, LP                        | 22,910,561 | -          |
| COLTV Short Term Investment Fund               | 16,808,611 | -          |

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended December 30, 2013 and 2012

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#### NOTE 5 - Investments (cont.)

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During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

|                            | 2013               | 2012              |
|----------------------------|--------------------|-------------------|
| Common/collective trusts   | 32,304,769         | 25,461,092        |
| Comingled fund             | (1,469,202)        | 7,875,126         |
| Common stock               | 9,772,722          | 5,860,417         |
| Preferred stock            | 117,245            | 662,185           |
| Government securities      | (15,870,645)       | 1,007,661         |
| Private equity investments | 7,133,523          | 14,037,208        |
| Corporate bonds            | (38,053,201)       | 31,558,133        |
| Cash and cash equivalents  | 218,058            | 229,752           |
| Other                      | (31,316)           | 61,832            |
| Total                      | <u>(5,878,047)</u> | <u>86,753,406</u> |

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#### NOTE 6 - Information Certified by the Trustee (Unaudited)

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The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Northern Trust the Trustee of the Plan has certified that the following information included in the accompanying financial statements and supplemental schedules is complete and accurate:

- Investments, at fair value, accrued income, due from broker and due to broker, as shown in the statements of net assets available for benefits as of December 30, 2013 and 2012.
- Net investment income, as shown in, as the statements of changes in net assets available for benefits for the years ended December 30, 2013 and 2012.
- Schedule H, line 4i - schedule of assets (held at end of year) as of December 30, 2013.
- Schedule H, line 4j - schedule of reportable transactions for the year ended December 30, 2013.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended December 30, 2013 and 2012

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#### NOTE 7 - Fair Value of Financial Instruments

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Accounting Standards Codification (ASC) 820, "*Fair Value Measurements and Disclosures*," established a framework for measuring fair value. The 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 and liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 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 the following:

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

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

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

The asset'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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There has been no changes in the methodologies used at December 30, 2013 and 2012.

*Common / Collective trusts* - Valued at the total of the net asset values of the underlying investments and cash held at year-end based upon information reported by the investment advisor. To the extent that underlying investments are held in securities listed and traded principally on any national security exchange, the net asset value is based upon those investments' last sales price on the valuation date. To the extent that underlying investments are not traded on a national exchange, other valuation methodologies are utilized to determine the net asset value (e.g., prices provided by a pricing service company).

*Commingled fund* - Valued at the total of the net asset values of the underlying investments and cash held by the fund at year-end based on information reported by the investment advisor.

*Common stock* - Valued at the closing price reported on the active market on which the individual securities are traded. For common stock securities of privately held companies, such holdings are valued based upon a valuation provided to the trustee by the investment manager responsible for investing in said security.

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended December 30, 2013 and 2012

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#### **NOTE 7 - Fair Value of Financial Instruments (cont.)**

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*Preferred stock* - Valued at the closing price reported on the active market on which the individual securities are traded. For preferred stock securities that are not traded on an active market, such holdings are valued based upon a valuation provided to the trustee by the investment manager responsible for investing in said securities.

*Private equity investments* - Valued at the valuation provided to the trustee by the partnership managers on a lagged basis and adjusted for any cash flow activity that transpired during the most recent period.

*Corporate bonds* - Valued based on valuations obtained from pricing vendors (e.g., Interactive Data) by the trustee. Such valuations are based on yields currently available on comparable securities of issuers with similar credit ratings.

*Cash and cash equivalents* - Valued at the account balance.

*Government securities* - Valued at the published market price per unit multiplied by the number of respective shares, units or par held.

*Derivative instruments* - Valued using pricing models based on the prevailing forward exchange rate of the underlying currencies taking into account the counterparties' creditworthiness.

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

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended December 30, 2013 and 2012

#### **NOTE 7 - Fair Value of Financial Instruments (cont.)**

The following table sets forth by level, within the fair value hierarchy, the assets measured at fair value as of December 30:

|                            | December 30, 2013        |                          |                          |                          |
|----------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
|                            | Total                    | Level 1                  | Level 2                  | Level 3                  |
| Equity securities          |                          |                          |                          |                          |
| Collective trusts          |                          |                          |                          |                          |
| Large Cap                  | \$ 19,167,476            | \$ -                     | \$ 19,167,476            | \$ -                     |
| International              | 7,180,073                | -                        | 7,180,073                | -                        |
| Private Equity Investments | 42,072,008               | -                        | -                        | 42,072,008               |
| Fixed Income Securities    |                          |                          |                          |                          |
| Corporate Bonds            |                          |                          |                          |                          |
| Domestic                   | 86,144,201               | -                        | 86,144,201               | -                        |
| Common/Collective Trusts   |                          |                          |                          |                          |
| Short Term Investments     | 17,819,004               | -                        | 17,819,004               | -                        |
| Government Securities      | 11,959,559               | 11,959,559               | -                        | -                        |
| Municipal Bonds            | 11,644,325               | -                        | 11,644,325               | -                        |
| Fixed Income Derivatives   | 53,674                   | -                        | 53,674                   | -                        |
| Comingled Fund             | 58,340,262               | -                        | 58,340,262               | -                        |
| Cash and Cash Equivalents  |                          |                          |                          |                          |
| Foreign Currency           | 277,167                  | 277,167                  | -                        | -                        |
| Cash Equivalents           | 32,932,585               | 32,932,585               | -                        | -                        |
| <br>Total Investments      | <br><u>\$287,590,334</u> | <br><u>\$ 45,169,311</u> | <br><u>\$200,349,015</u> | <br><u>\$ 42,072,008</u> |

Total investments include due from broker and due to broker assets as noted in the statement of net assets available for benefits.

# AKZONOBEL RETIREMENT PLAN

## NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended December 30, 2013 and 2012

### NOTE 7 - Fair Value of Financial Instruments (cont.)

|                            | December 30, 2012    |                      |                      |                      |
|----------------------------|----------------------|----------------------|----------------------|----------------------|
|                            | Total                | Level 1              | Level 2              | Level 3              |
| Equity securities          |                      |                      |                      |                      |
| Common stock               |                      |                      |                      |                      |
| Large Cap                  | \$ 17,858,085        | \$ 17,858,085        | \$ -                 | \$ -                 |
| Mid-Cap                    | 8,062,335            | 8,062,335            | -                    | -                    |
| Small Cap                  | 1,021,114            | 1,021,114            | -                    | -                    |
| International              | 29,205,722           | 29,205,722           | -                    | -                    |
| Preferred stock            | 363,280              | -                    | 363,280              | -                    |
| Collective trusts          |                      |                      |                      |                      |
| Large Cap                  | 89,873,127           | -                    | 89,873,127           | -                    |
| Small Cap                  | 31,072,654           | -                    | 31,072,654           | -                    |
| International              | 35,460,609           | -                    | 35,460,609           | -                    |
| Private Equity Investments | 44,724,642           | -                    | -                    | 44,724,642           |
| Fixed Income Securities    |                      |                      |                      |                      |
| Corporate Bonds            |                      |                      |                      |                      |
| Domestic                   | 299,011,669          | -                    | 299,011,669          | -                    |
| International              | 54,027,743           | -                    | 54,027,743           | -                    |
| Common/Collective Trusts   |                      |                      |                      |                      |
| Short Term Investments     | 58,961,903           | -                    | 58,961,903           | -                    |
| Corporate Bonds            | 2,015,263            | 2,015,263            | -                    | -                    |
| Government Securities      | 91,488,214           | 91,488,214           | -                    | -                    |
| Municipal Bonds            | 34,495,158           | -                    | 34,495,158           | -                    |
| Fixed Income Derivatives   | (367,163)            | -                    | (367,163)            | -                    |
| Commingled Fund            | 108,399,431          | -                    | 108,399,431          | -                    |
| Cash and Cash Equivalents  |                      |                      |                      |                      |
| Foreign Currency           | 414,009              | 414,009              | -                    | -                    |
| Cash Equivalents           | 12,056,417           | 12,056,417           | -                    | -                    |
| Total Investments          | <u>\$918,144,212</u> | <u>\$162,121,159</u> | <u>\$711,298,411</u> | <u>\$ 44,724,642</u> |

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended December 30, 2013 and 2012

#### NOTE 7 - Fair Value of Financial Instruments (cont.)

##### Level 3 Gains and Losses:

The table below sets forth a summary of changes in the fair value of Level 3 assets for the year ended December 30, 2013.

|                                                                                   | Private equity<br>investments |
|-----------------------------------------------------------------------------------|-------------------------------|
| Balance, beginning of year                                                        | \$ 44,724,642                 |
| Unrealized gains (losses) relating to instruments<br>still held at reporting date | 918,227                       |
| Sales                                                                             | (7,391,155)                   |
| Purchases                                                                         | 3,820,294                     |
| Balance, end of year                                                              | <u>\$ 42,072,008</u>          |

The following table sets forth additional disclosures of investments, the fair value of which are estimated using the net asset value per share (or its equivalent) as of December 30, 2013.

| Investment                                    | Fair Value | Unfunded<br>commitment | Redemption<br>frequency | Redemption<br>notice period |
|-----------------------------------------------|------------|------------------------|-------------------------|-----------------------------|
| <b>Shares of Common/Collective Trusts</b>     |            |                        |                         |                             |
| Short term investment fund (a)                | 16,808,611 | -                      | Immediate               | None                        |
| CF Rogge Emerging Markets Currency Fund (a)   | 3,656,942  | -                      | Immediate               | None                        |
| MFO Stone Harbor Local Market Fund (a)        | 2,959,235  | -                      | Immediate               | None                        |
| MFB NT Collective S&P 500 Index Fund (q)      | 19,167,477 | -                      | Immediate               | None                        |
| <b>Shares of Commingled Funds</b>             |            |                        |                         |                             |
| Sankaty High Income, LP(e)                    | 22,910,561 | -                      | Immediate               | None                        |
| Vontobel Global Emerging Markets Fund (n)     | 7,180,073  | -                      | Immediate               | None                        |
| CF Protégé Partners CL A Ser 11 FD(d)         | 1,009,152  | -                      | Immediate               | None                        |
| <b>Private Equity Investments</b>             |            |                        |                         |                             |
| Carlyle Partners III (f)                      | 28,592     | 1,390,000              | (b)                     | (r)                         |
| Carlyle Partners IV (f)                       | 8,045,747  | 1,200,000              | (c)                     | (s)                         |
| Carlyle Partners V (f)                        | 12,353,302 | 5,550,000              | (c)                     | (s)                         |
| Meritech Capital Partners II (g)              | 624,310    | 270,000                | (i)                     | (r)                         |
| Meritech Capital Partners (h)                 | 593        | 830,000                | (i)                     | (r)                         |
| Summit Ventures IV (j)                        | 11,537     | 150,000                | (b)                     | (r)                         |
| Summit Ventures VI B (j)                      | 1,107,803  | -                      | (b)                     | (r)                         |
| Summit V Companion Fund (j)                   | 18,165     | 180,000                | (c)                     | (r)                         |
| Summit Subordinated Debt Fund (k)             | 1          | 750,000                | (b)                     | (r)                         |
| Summit Subordinated Debt II (l)               | 850,859    | 750,000                | (b)                     | (r)                         |
| Summit Subordinated Debt III (l)              | 2,368,219  | 380,000                | (b)                     | (r)                         |
| Summit Partners Subordinated Debt Fund IV (l) | 5,059,995  | 3,490,000              | (b)                     | (r)                         |
| Summit Partners Private Equity VII (m)        | 6,240,454  | 200,000                | (b)                     | (r)                         |
| Weston Presidio Capital III (o)               | 373,027    | 600,000                | (c)                     | (r)                         |
| Weston Presidio Capital IV (o)                | 146,445    | 80,000                 | (c)                     | (r)                         |
| Weston Presidio Capital V (p)                 | 3,282,958  | 640,000                | (c)                     | (r)                         |

(a) The collective trusts contain a short-term investment fund that is used for short-term liquidity needs (e.g., payment of pension benefits). Despite the fact that these investments are very similar to cash/money market funds, since they are included within a collective trust they have been designated as a Level 2 investment.

(b) Not permitted unless required by law or regulation.

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended December 30, 2013 and 2012

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#### NOTE 7 - Fair Value of Financial Instruments (cont.)

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(c) Not permitted without consent of the General Partner.

(d) Protégé Partners QP Fund is a multi-strategy pooled hedge fund-of-funds. Its investment approach is focused towards smaller niche managers and is a combination of regular investments in the underlying strategies and revenue sharing with seeded underlying managers. It is a diversified portfolio of managers utilizing concentrated portfolios with little manager overlap. Protégé allocates the assets across four different core strategies: directional, relative value, event driven and tactical.

(e) This fund invests in a variety of securities and investments, including leveraged loans, high-yield bonds, distressed/stressed debt, mezzanine debt, structured products and equities.

(f) The Partnership's primary activity is to invest (1) in control positions in management-led buyouts, restructurings, bankruptcies, and other opportunistic situations and (2) in strategic minority investments in public and private companies.

(g) The Partnership's primary activity is to invest in the most attractive later stage information technology companies from Accel Partners, Redpoint Ventures, Oak Investment Partners and Worldview Technology Partners' (Sponsoring Funds) portfolios. In addition, the Partnership will co-invest alongside one or more of the Sponsoring Funds in special situations, buyouts, spin-offs and other late-stage investment opportunities.

(h) The Partnership's primary activity is to invest in the most attractive later stage information technology companies from Accel Partners, Brentwood Venture Capital, Oak Investment Partners and Worldview Technology Partners' (Sponsoring Funds) portfolios. In addition, the Partnership will co-invest alongside one or more of the Sponsoring Funds in special situations, buyouts, spin-offs and other late-stage investment opportunities.

(i) Permitted within the guidelines of the Partnership Agreement.

(j) The funds invest in securities of emerging growth companies seeking capital for expansion, including buyout or recapitalization transactions and other related investing activities.

(k) The fund invests in subordinated debt with attached equity securities in management buyouts, recapitalizations, and other private equity transactions for the purpose of achieving current income and long-term capital appreciation.

(l) The fund invests in subordinated debt with attached equity securities in management buyouts, recapitalizations and other similar transactions.

(m) The fund invests in securities of emerging growth companies seeking capital for expansion, including buyout or recapitalization transactions and other related investing activities.

(n) The Fund will seek to achieve its objective by investing in a diversified portfolio consisting primarily of Equity Securities. The Fund will usually invest at least 75% of its assets in Equity Securities issued by companies that are in Emerging Markets. The Fund may also invest in companies that are not domiciled in an Emerging Market but have at least 50% of their assets in, or expect to derive at least 50% of their total revenues or profits from, goods or services produced in or sales made in an Emerging Market.

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended December 30, 2013 and 2012

#### **NOTE 7 - Fair Value of Financial Instruments (cont.)**

- (o) The fund invests primarily in equity capital in emerging growth companies principally in North America.
- (p) The fund invests primarily in equity capital in growth companies principally in North America.
- (q) The fund invests in equity securities in order to replicate the total return of the S&P 500 Index.
- (r) None stated by the Partnership Agreement.
- (s) 45-day written notice of withdrawal must be provided to the General Partner.

The following table sets forth additional disclosures of investments, the fair values of which are estimated using the net asset value per share (or its equivalent) as of December 30, 2012:

| Investment                                                                           | Fair Value | Unfunded commitment | Redemption frequency | Redemption notice period |
|--------------------------------------------------------------------------------------|------------|---------------------|----------------------|--------------------------|
| <b>Shares of Common/Collective Trusts</b>                                            |            |                     |                      |                          |
| Short term investment fund (a)                                                       | 10,504,866 | -                   | Immediate            | None                     |
| CF Rogge Emerging Markets Currency Fund (a)                                          | 25,258,415 | -                   | Immediate            | None                     |
| MFO Stone Harbor Local Market Fund (a)                                               | 11,841,660 | -                   | Immediate            | None                     |
| MFO Stone Harbor Investment Funds Emerging Markets Debt Fund Institutional Class (a) | 11,356,962 | -                   | Immediate            | None                     |
| CF Lord Abbett Intl Core Equity Trust Fund (b)                                       | 20,175,219 | -                   | Immediate            | None                     |
| MFB NT Collective S&P 500 Index Fund (q)                                             | 89,873,127 | -                   | Immediate            | None                     |
| MFB NT Collective Russell 2000 Index Fund (r)                                        | 31,072,653 | -                   | Immediate            | None                     |
| CF Marathon London Group Trust Fund (b)                                              | 15,285,391 | -                   | Immediate            | None                     |
| <b>Shares of Comingled Funds</b>                                                     |            |                     |                      |                          |
| CF Protege Partners CL A Ser 6 11 FD (c)                                             | 18,681,200 | -                   | Immediate            | None                     |
| CF Caliburn Global Inefficiencies SP Class VTG Shares Fund(d)                        | 881,019    | -                   | Immediate            | None                     |
| Sankaty High Income, LP(e)                                                           | 44,162,512 | -                   | Immediate            | None                     |
| Vontobel Global Emerging Markets Fund (n)                                            | 44,658,712 | -                   | Immediate            | None                     |
| CF Protégé Partners CL A Ser 12 FD(c)                                                | 15,988     | -                   | Immediate            | None                     |
| <b>Private Equity Investments</b>                                                    |            |                     |                      |                          |
| Carlyle Partners III (f)                                                             | 53,845     | 1,390,000           | (s)                  | (v)                      |
| Carlyle Partners IV (f)                                                              | 10,520,228 | 1,200,000           | (t)                  | (w)                      |
| Carlyle Partners V (f)                                                               | 10,226,376 | 5,550,000           | (t)                  | (w)                      |
| Meritech Capital Partners II (g)                                                     | 644,168    | 270,000             | (u)                  | (v)                      |
| Meritech Capital Partners (h)                                                        | 238,901    | 830,000             | (u)                  | (v)                      |
| Summit Ventures IV (j)                                                               | 64,738     | 150,000             | (s)                  | (v)                      |
| Summit Ventures VI B (j)                                                             | 2,215,628  | -                   | (s)                  | (v)                      |
| Summit V Companion Fund (j)                                                          | 53,685     | 180,000             | (t)                  | (v)                      |
| Summit Subordinated Debt Fund (k)                                                    | 29,378     | 750,000             | (s)                  | (v)                      |
| Summit Subordinated Debt II (l)                                                      | 575,406    | 750,000             | (s)                  | (v)                      |
| Summit Subordinated Debt III (l)                                                     | 3,370,620  | 380,000             | (s)                  | (v)                      |
| Summit Partners Subordinated Debt Fund IV (l)                                        | 4,919,399  | 3,490,000           | (s)                  | (v)                      |
| Summit Partners Private Equity VII (m)                                               | 6,110,673  | 200,000             | (s)                  | (v)                      |
| Weston Presidio Capital III (o)                                                      | 518,106    | 600,000             | (t)                  | (v)                      |
| Weston Presidio Capital IV (o)                                                       | 404,016    | 80,000              | (t)                  | (v)                      |
| Weston Presidio Capital V (p)                                                        | 3,219,474  | 640,000             | (t)                  | (v)                      |

(a) The collective trusts contain a short-term investment fund that is used for short-term liquidity needs (e.g., payment of pension benefits). Despite the fact that these investments are very similar to cash/money market funds, since they are included within a collective trust they have been designated as a Level 2 investment.

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS

As of and for the Years Ended December 30, 2013 and 2012

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#### NOTE 7 - Fair Value of Financial Instruments (cont.)

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(b) The collective trust invests in a fund that seeks long-term growth of capital through investing in stocks of international companies. The fund seeks to identify attractively priced, growing international companies that are exhibiting positive fundamentals.

(c) The Caliburn Global Inefficiencies Strategy is a hedge fund-of-funds that invests in markets and sectors less penetrated by other hedge funds, where inefficiencies are still abundant and less leverage is required. The manager focuses on areas of investment with a natural lack of correlation to each other and to financial markets. Primary areas of investment include both Developed Markets and Emerging Markets with a tactical allocation to Energy, Power and Commodities.

(d) Protégé Partners QP Fund is a multi-strategy pooled hedge fund-of-funds. Its investment approach is focused towards smaller niche managers and is a combination of regular investments in the underlying strategies and revenue sharing with seeded underlying managers. It is a diversified portfolio of managers utilizing concentrated portfolios with little manager overlap. Protégé allocates the assets across four different core strategies: directional, relative value, event driven and tactical.

(e) This fund invests in a variety of securities and investments, including leveraged loans, high-yield bonds, distressed/stressed debt, mezzanine debt, structured products and equities.

(f) The Partnership's primary activity is to invest (1) in control positions in management-led buyouts, restructurings, bankruptcies, and other opportunistic situations and (2) in strategic minority investments in public and private companies.

(g) The Partnership's primary activity is to invest in the most attractive later stage information technology companies from Accel Partners, Redpoint Ventures, Oak Investment Partners and Worldview Technology Partners' (Sponsoring Funds) portfolios. In addition, the Partnership will co-invest alongside one or more of the Sponsoring Funds in special situations, buyouts, spin-offs and other late-stage investment opportunities.

(h) The Partnership's primary activity is to invest in the most attractive later stage information technology companies from Accel Partners, Brentwood Venture Capital, Oak Investment Partners and Worldview Technology Partners' (Sponsoring Funds) portfolios. In addition, the Partnership will co-invest alongside one or more of the Sponsoring Funds in special situations, buyouts, spin-offs and other late-stage investment opportunities.

(i) The fund invests in equity securities of issuers primarily in (1) emerging and developed markets in the Asia Pacific region (including Japan, Hong Kong, Singapore, Australia and New Zealand) and (2) emerging markets in other parts of the world, including Latin America, Eastern Europe, the Middle East and Russia. The fund focuses primarily on listed equities but in some instances, may also invest in private or unlisted equity interests, debt securities and derivative products. The fund also engages in short selling strategies and may leverage its capital.

(j) The funds invest in securities of emerging growth companies seeking capital for expansion, including buyout or recapitalization transactions and other related investing activities.

(k) The fund invests in subordinated debt with attached equity securities in management buyouts, recapitalizations, and other private equity transactions for the purpose of achieving current income and long-term capital appreciation.

## AKZONOBEL RETIREMENT PLAN

### NOTES TO FINANCIAL STATEMENTS As of and for the Years Ended December 30, 2013 and 2012

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#### **NOTE 7 - Fair Value of Financial Instruments (cont.)**

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(l) The fund invests in subordinated debt with attached equity securities in management buyouts, recapitalizations and other similar transactions.

(m) The fund invests in securities of emerging growth companies seeking capital for expansion, including buyout or recapitalization transactions and other related investing activities.

(n) The Fund will seek to achieve its objective by investing in a diversified portfolio consisting primarily of Equity Securities. The Fund will usually invest at least 75% of its assets in Equity Securities issued by companies that are in Emerging Markets. The Fund may also invest in companies that are not domiciled in an Emerging Market but have at least 50% of their assets in, or expect to derive at least 50% of their total revenues or profits from, goods or services produced in or sales made in an Emerging Market.

(o) The fund invests primarily in equity capital in emerging growth companies principally in North America.

(p) The fund invests primarily in equity capital in growth companies principally in North America.

(q) The fund invests in equity securities in order to replicate the total return of the S&P 500 Index.

(r) The fund invests in equity securities in order to replicate the total return of the Russell 2000 Index.

(s) Not permitted unless required by law or regulation.

(t) Not permitted without consent of the General Partner.

(u) Permitted within the guidelines of the Partnership Agreement.

(v) None stated by the Partnership Agreement.

(w) 45-day written notice of withdrawal must be provided to the General Partner.

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#### **NOTE 8 - Related- Party Transactions**

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Certain Plan investments are managed by Northern Trust, the trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions.

The Company provides administrative services to the Plan and does not receive any compensation from the Plan for these services. The Plan also paid Northern Trust \$548,217 and \$450,125 for administrative and investment costs of the Plan for the years ended December 30, 2013 and 2012, respectively.

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#### **NOTE 9 - Income Tax Status**

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The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 9, 2012, that the Plan is qualified and the related trust established under the Plan is tax exempt under the appropriate sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in accordance with the applicable requirements of the IRC.

## **AKZONOBEL RETIREMENT PLAN**

### **NOTES TO FINANCIAL STATEMENTS**

As of and for the Years Ended December 30, 2013 and 2012

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#### **NOTE 9 - Tax Status (cont.)**

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U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 30, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

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#### **NOTE 10 - Risk and Uncertainties**

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The Plan 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 statements of net assets available for benefits.

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

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#### **NOTE 11 - Subsequent Events**

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The Plan administrator has evaluated subsequent events through October 15, 2014, the date that such statements were available to be issued, and identified the following as required for disclosures.

## **SUPPLEMENTAL INFORMATION**

AKZONOBEL RETIREMENT PLAN

SCHEDULE H, LINE 4I, SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Plan 1

EIN 56-1349341

As of December 30, 2013

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See attached schedule certified as complete and accurate by Trustee for a detailed listing of investments by the Trustee.

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID              | Shares/Par Value    | Historical Cost     | Current Value       |
|----------------------------------------------|---------------------|---------------------|---------------------|
| <i>Non-Interest Bearing Cash - USD</i>       |                     |                     |                     |
| CAD - Canadian dollar                        | 270,570.75          | 270,570.75          | 270,570.75          |
| CHF - Swiss franc                            | 5,775.60            | 5,775.60            | 5,775.60            |
| EUR - Euro                                   | 820.91              | 820.91              | 820.91              |
| TRY - Turkish lira                           | 0.00                | 0.00                | 0.00                |
| USD - United States dollar                   | 2,550,122.50        | 2,550,122.50        | 2,550,122.50        |
| <b>Total - all currencies</b>                | <b>2,827,289.76</b> | <b>2,827,289.76</b> | <b>2,827,289.76</b> |
| <b>Total Non-Interest Bearing Cash - USD</b> | <b>2,827,289.76</b> | <b>2,827,289.76</b> | <b>2,827,289.76</b> |
| <i>Receivables - Other - USD</i>             |                     |                     |                     |

|                                           |      |                      |                      |
|-------------------------------------------|------|----------------------|----------------------|
| Pending trade sales: United States dollar | 0.00 | 27,273,691.00        | 27,273,691.00        |
| <b>Total - all currencies</b>             |      | <b>27,273,691.00</b> | <b>27,273,691.00</b> |
| <b>Total Receivables - Other - USD</b>    |      | <b>27,273,691.00</b> | <b>27,273,691.00</b> |

## *Interest Bearing Cash - USD*

|                                          |               |                      |                      |
|------------------------------------------|---------------|----------------------|----------------------|
| USD - United States dollar               | 31,902,653.87 | 31,902,653.87        | 31,902,653.87        |
| <b>Total - all currencies</b>            |               | <b>31,902,653.87</b> | <b>31,902,653.87</b> |
| <b>Total Interest Bearing Cash - USD</b> |               | <b>31,902,653.87</b> | <b>31,902,653.87</b> |

## *U.S. Government Securities*

|                                                                                          |              |              |            |
|------------------------------------------------------------------------------------------|--------------|--------------|------------|
| <i>United States - USD</i>                                                               |              |              |            |
| UNITED STATES TREAS BD STRIPPED PRIN PMTD0090 02-15-2042<br>(UNDDATED) REG SEDOL B747NQ2 | 2,200,000.00 | 827,860.00   | 686,463.80 |
| UNITED STATES TREAS BDS . 3 125% DUE 11-15-2041 REG<br>SEDOL B6ZKR79                     | 1,000,000.00 | 1,002,812.50 | 863,750.00 |

\*\* All or a portion of this security participates in Securities Lending.

Northern Trust - Dol

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                                                    | Shares/Par Value | Historical Cost | Current Value |
|------------------------------------------------------------------------------------|------------------|-----------------|---------------|
| <b>U.S. Government Securities</b>                                                  |                  |                 |               |
| <b>United States - USD</b>                                                         |                  |                 |               |
| UNITED STATES TREAS BDS 2.875 DUE 05-15-2043<br>SEDOL: B8W6CX4                     | 1,600,000.00     | 1,345,850.00    | 1,296,750.40  |
| UNITED STATES TREAS BDS 3.75 DUE 11-15-2043 REG<br>SEDOL: BGK9QZ5                  | 3,050,000.00     | 2,967,922.03    | 2,948,014.10  |
| UNITED STATES TREAS NTS DTD 08/15/2013 2.5% DUE 08-15-2023<br>REG SEDOL: BC2P0C5   | 1,600,000.00     | 1,583,160.16    | 1,536,499.20  |
| UNITED STATES TREAS NTS DTD 08/31/2011 1.5% DUE 08-31-2018<br>REG SEDOL: B4KS6Q9   | 1,600,000.00     | 1,591,965.81    | 1,591,875.20  |
| UNITED STATES TREAS NTS DTD 11/15/2012 1.625% DUE<br>11-15-2022 REG SEDOL: B8P4ZL8 | 300,000.00       | 295,061.40      | 270,796.80    |
| US TREAS BD STRIPPED PRIN 08-15-2042 REG<br>SEDOL: B83VP55                         | 800,000.00       | 313,648.00      | 243,276.00    |
| US TREAS BD STRIPPED PRIN PMT STRIPPED PRIN PMT 11-15-2042<br>REG SEDOL: BPCX7G6   | 8,400,000.00     | 3,108,685.69    | 2,522,133.60  |
| Total United States - USD                                                          |                  | 13,036,985.59   | 11,959,559.10 |
| Total U.S. Government Securities                                                   |                  | 13,036,985.59   | 11,959,559.10 |

## Corporate Debt Instruments - Preferred

|                                                          |            |            |            |
|----------------------------------------------------------|------------|------------|------------|
| <b>Canada - USD</b>                                      |            |            |            |
| TRANSCANADA 7.625% DUE 01-15-2039<br>SEDOL: B3KV7R9      | 700,000.00 | 939,215.20 | 934,325.00 |
| Total Canada - USD                                       |            | 939,215.20 | 934,325.00 |
| <b>France - USD</b>                                      |            |            |            |
| PVTPL NT 144A 6.95% DUE 01-26-2039 BEO<br>SEDOL: B3L9569 | 100,000.00 | 118,128.00 | 122,179.00 |
| Total France - USD                                       |            | 118,128.00 | 122,179.00 |
| <b>Korea, Republic Of - USD</b>                          |            |            |            |
| KOREA DEV BK 3% DUE 09-14-2022<br>CUSIP: 500630BX5       | 400,000.00 | 395,124.00 | 375,744.40 |
| Total Korea, Republic Of - USD                           |            | 395,124.00 | 375,744.40 |

\*\* All or a portion of this security participates in Securities Lending.

Northern Trust - Dol

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                                                          | Shares/Par Value | Historical Cost     | Current Value       |
|------------------------------------------------------------------------------------------|------------------|---------------------|---------------------|
| <b>Corporate Debt Instruments - Preferred</b>                                            |                  |                     |                     |
| <b>Luxembourg - USD</b>                                                                  |                  |                     |                     |
| COVIDIEN INTL FIN 6.55% DUE 10-15-2037<br>SEDOL: B3B15J7                                 | 200,000.00       | 236,826.00          | 245,550.40          |
| <b>Total Luxembourg - USD</b>                                                            |                  | <b>236,826.00</b>   | <b>245,550.40</b>   |
| <b>Netherlands - USD</b>                                                                 |                  |                     |                     |
| COOPERATIEVE 5.25% DUE 05-24-2041<br>CUSIP: 21685WCJ4                                    | 800,000.00       | 812,290.53          | 825,381.60          |
| SHELL INTERNATIONAL FIN 4.55 DUE 08-12-2043 REG<br>SEDOL: BCZQWS8                        | 400,000.00       | 397,280.00          | 390,137.20          |
| <b>Total Netherlands - USD</b>                                                           |                  | <b>1,209,570.53</b> | <b>1,215,518.80</b> |
| <b>United Kingdom - USD</b>                                                              |                  |                     |                     |
| BP CAP MKTS P L C 4.75% DUE 03-10-2019<br>SEDOL: B63B304                                 | 100,000.00       | 106,170.00          | 111,463.70          |
| HSBC HLDGS PLC 6.1% DUE 01-14-2042<br>SEDOL: B8QZ5W7                                     | 400,000.00       | 466,924.00          | 476,532.80          |
| HSBC HLDGS PLC 6.8% DUE 06-01-2038<br>SEDOL: B39GHK3                                     | 800,000.00       | 896,824.89          | 984,122.40          |
| HSBC HOLDINGS PLC 5.1 DUE 04-05-2021<br>SEDOL: B8TGO88                                   | 600,000.00       | 620,743.85          | 666,869.40          |
| PVTPL BG ENERGY CAP PLC STD NT 144A 5.125% DUE 10-15-2041 BEO<br>CUSIP: 05541VAF3        | 300,000.00       | 308,910.00          | 307,532.90          |
| PVTPL HSBC BK PLC SR NT 144A 4.75% DUE 01-19-2021 BEO<br>CUSIP: 44328MAK0                | 200,000.00       | 217,176.00          | 217,085.60          |
| RIO TINTO FIN USA PLC 4.75 DUE 03-22-2042 REG<br>SEDOL: B757MNT                          | 300,000.00       | 297,275.00          | 291,579.30          |
| VODAFONE GROUP PLC NEW GCB 02/27/07 6.150 FA37 6.15 DUE 02-27-2037 BEO<br>SEDOL: B1S8FX9 | 1,300,000.00     | 1,509,963.93        | 1,408,897.10        |
| <b>Total United Kingdom - USD</b>                                                        |                  | <b>4,423,987.67</b> | <b>4,464,183.20</b> |
| <b>United States - USD</b>                                                               |                  |                     |                     |
| ABBVIE INC 4.4% DUE 11-06-2042<br>SEDOL: BCZM189                                         | 200,000.00       | 197,928.00          | 186,534.80          |
| AMGEN INC 4.95% DUE 10-01-2041<br>CUSIP: 031162BE9                                       | 1,100,000.00     | 1,078,795.67        | 1,045,070.40        |

\*\* All or a portion of this security participates in Securities Lending.

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                          | Shares/Par Value | Historical Cost | Current Value |
|----------------------------------------------------------|------------------|-----------------|---------------|
| <b>Corporate Debt Instruments - Preferred</b>            |                  |                 |               |
| <b>United States - USD</b>                               |                  |                 |               |
| AMGEN INC 5.85% DUE 06-15-2042<br>CUSIP: 031162BH2       | 575,000.00       | 622,248.31      | 608,945.70    |
| ANHEUSER-BUSCH INBEV WOR 8.2 DUE<br>SEDOL: B46LC31       | 500,000.00       | 688,211.36      | 731,280.00    |
| AT&T INC 4.35% DUE 06-15-2045<br>SEDOL: B8NC4H4          | 1,453,000.00     | 1,280,898.05    | 1,230,098.18  |
| AT&T INC 5.35% DUE 09-01-2040<br>SEDOL: B4WPCV3          | 2,000,000.00     | 1,866,197.14    | 1,978,864.00  |
| BANK AMER CORP 7.625% DUE 06-01-2019<br>SEDOL: BFLRD49   | 350,000.00       | 402,522.43      | 434,114.45    |
| CITIGROUP INC 8.125% DUE 07-15-2039<br>SEDOL: B8GUDX3    | 1,500,000.00     | 1,923,225.36    | 2,104,032.00  |
| COMCAST CORP NEW SR NT 6.55 DUE<br>SEDOL: B814024        | 1,300,000.00     | 1,389,516.70    | 1,539,115.50  |
| CONS EDISON CO N Y 6.75% DUE 04-01-2038<br>SEDOL: B2QX95 | 700,000.00       | 856,143.40      | 883,085.70    |
| DELTA AIR LINES 6.2% DUE 01-02-2020<br>SEDOL: B3R89Z5    | 455,003.07       | 474,754.76      | 507,328.42    |
| DUKE ENERGY IND 6.45% DUE 04-01-2039<br>SEDOL: B4NTXW4   | 400,000.00       | 464,391.20      | 494,254.40    |
| FL PWR & LT CO 5.95% DUE 02-01-2038<br>SEDOL: B2Q0F35    | 100,000.00       | 130,786.00      | 117,182.00    |
| FLORIDA PWR CORP 6.35% DUE 09-15-2037<br>SEDOL: B27YLLH2 | 300,000.00       | 348,360.00      | 368,060.10    |
| GEN ELEC CAP CORP 5.875% DUE 01-14-2038<br>SEDOL: B2N7Z1 | 2,150,000.00     | 2,236,588.62    | 2,449,095.10  |
| GEORGIA PAC CORP 8.875% DUE 05-15-2031<br>SEDOL: 2755159 | 100,000.00       | 152,322.00      | 138,904.10    |
| GOLDMAN SACHS GROUP INC 7.5<br>SEDOL: B8M55J3            | 1,500,000.00     | 1,740,252.27    | 1,826,953.50  |
| GOLDMAN SACHS 6.25% DUE 02-01-2041<br>SEDOL: B920YP3     | 100,000.00       | 101,192.60      | 115,240.00    |
| HOME DEPOT INC 4.875 DUE 02-15-2044<br>SEDOL: BDD8L53    | 100,000.00       | 98,506.00       | 101,257.00    |
| HOME DEPOT INC 5.4% DUE 09-15-2040<br>SEDOL: B3LQNX1     | 400,000.00       | 456,016.00      | 433,034.00    |

\*\* All or a portion of this security participates in Securities Lending.

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                                                                 | Shares/Par Value | Historical Cost | Current Value |
|-------------------------------------------------------------------------------------------------|------------------|-----------------|---------------|
| <b>Corporate Debt Instruments - Preferred</b>                                                   |                  |                 |               |
| <b>United States - USD</b>                                                                      |                  |                 |               |
| HSBC BK USA N A 7 DUE 01-15-2039<br>SEDOL: BG48WG1                                              | 400,000.00       | 453,008.00      | 500,484.40    |
| INTEL CORP 4% DUE 12-15-2032<br>CUSIP: 458140AN0                                                | 200,000.00       | 198,230.00      | 184,335.00    |
| JPMORGAN CHASE & CO FORMERLY J P MORGAN NT 6 4 DUE<br>05-15-2038 BEO SEDOL: B9QJ106             | 1,750,000.00     | 1,991,162.78    | 2,088,633.75  |
| MA INST TECH 5.6% DUE 07-01-2111<br>SEDOL: B4LWPP63                                             | 400,000.00       | 398,324.00      | 454,354.40    |
| MERRILL LYNCH & CO INC TRANCHE # TR<br>04-25-2018 SEDOL: B2R46W2                                | 1,380,000.00     | 1,545,946.88    | 1,631,667.84  |
| MORGAN STANLEY 7.3% DUE 05-13-2019<br>SEDOL: BFNWDT7                                            | 900,000.00       | 1,003,560.62    | 1,092,967.20  |
| NATIONAL RURAL UTILS COOP FIN CORP<br>11-01-2032 REG SEDOL: B8ZNRP3                             | 381,000.00       | 330,683.25      | 355,087.81    |
| NECUNIVERSAL MEDIA 5.95% DUE 04-01-2041<br>SEDOL: B5SDZT0                                       | 150,000.00       | 180,386.50      | 164,075.55    |
| PFIZER INC NT 7.2 DUE 03-15-2039<br>SEDOL: B8MD62                                               | 700,000.00       | 936,615.96      | 940,874.90    |
| PHILIP MORRIS INTL 4.375% DUE 11-15-2041<br>SEDOL: B6VMZ67                                      | 500,000.00       | 504,640.00      | 455,714.50    |
| PPL ELEC UTILS 5.2% DUE 07-15-2041<br>SEDOL: B66VM8                                             | 200,000.00       | 240,404.00      | 212,310.20    |
| PVTPL FMR LLC NT 5.15 DUE<br>SEDOL: B9HJF41                                                     | 300,000.00       | 305,634.00      | 287,991.00    |
| PVTPL NARRAGANSETT ELEC CO SR NT 144A 4.17% DUE<br>12-10-2042 BEO SEDOL: B7T0G23                | 200,000.00       | 200,000.00      | 174,388.60    |
| PVTPL NIAGARA MOHAWK PWR CORP SR NT 144A4.119% DUE<br>11-28-2042 BEO SEDOL: B99R101             | 400,000.00       | 400,000.00      | 349,458.00    |
| PVTPL ROCHE HLDGS INC GTD NT 144A 7% DUE03-01-2039 BEO<br>SEDOL: B5KLE21                        | 700,000.00       | 998,774.00      | 917,948.50    |
| PVTPL SABMILLER HOLDINGS INC 4.95 DUE 01-15-2042 BEO<br>CUSIP: 78573AAC4                        | 600,000.00       | 622,680.00      | 595,949.40    |
| PVTPL SCHLUMBERGER INVT SA GTD SR NT 144A 3.3% DUE<br>09-14-202109-14-2011 BEO CUSIP: 806654AB1 | 100,000.00       | 101,067.00      | 99,419.80     |
| SOUTHWESTERN PUB SVC CO SR NT 6% DUE<br>10-01-2036/10-06-2006 SEDOL: B1FS7F9                    | 420,000.00       | 481,756.43      | 464,778.30    |

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Account Name: FAMILY CODE: FAM7755  
Account number: 7755

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                                                               | Shares/Par Value | Historical Cost      | Current Value        |
|-----------------------------------------------------------------------------------------------|------------------|----------------------|----------------------|
| <b>Corporate Debt Instruments - Preferred</b>                                                 |                  |                      |                      |
| <b>United States - USD</b>                                                                    |                  |                      |                      |
| TARGET CORP NT 7 DUE 01-15-2038(01-17-2008) REG SEDOL: B2NP041                                | 270,000.00       | 342,625.41           | 338,630.22           |
| UBS AG STAMFORD BRH MEDIUM TERM SR DEP NTRANCHE # SR 00121 5.75 DUE 04-25-2018 SEDOL: B2R4ZC5 | 293,000.00       | 317,647.15           | 336,378.65           |
| UNION ELEC CO 3.9 DUE 09-15-2042 SEDOL: B759FZ0                                               | 300,000.00       | 298,422.00           | 262,599.90           |
| UNITEDHEALTH GROUP 3.95 DUE 10-15-2042 SEDOL: BBNBGG4                                         | 500,000.00       | 488,650.00           | 424,032.00           |
| VA ELEC & PWR CO SR NT 2008 SER B 8.875 DUE 11-15-2038 SEDOL: B3FD1W3                         | 600,000.00       | 897,376.15           | 925,834.80           |
| WAL-MART STORES 6.5% DUE 08-15-2037 SEDOL: BJOK1P4                                            | 300,000.00       | 343,143.00           | 375,279.00           |
| WELLS FARGO & CO 5.375% DUE 02-07-2035 SEDOL: BG498Q2                                         | 1,700,000.00     | 1,761,398.69         | 1,799,613.20         |
| WELLS FARGO & CO 5.375% DUE 11-02-2043 SEDOL: BG48MR2                                         | 150,000.00       | 151,227.00           | 153,600.90           |
| <b>Total United States - USD</b>                                                              |                  | <b>32,002,220.70</b> | <b>32,879,357.17</b> |
| <b>Total Corporate Debt Instruments - Preferred</b>                                           |                  | <b>39,325,072.10</b> | <b>40,236,857.97</b> |

## Corporate Debt Instruments - Other

|                                                                                     |              |                   |                   |
|-------------------------------------------------------------------------------------|--------------|-------------------|-------------------|
| <b>Australia - USD</b>                                                              |              |                   |                   |
| PVTPL GOODMAN FDG PTY LTD GTD SR NT 144A6.375% DUE 11-12-2020 BEO SEDOL: B5SFTC6    | 300,000.00   | 310,080.00        | 330,866.10        |
| PVTPL VIRGIN AUSTRALIA HLDGS LTD 2013-1 144A CL A 5 DUE 10-23-23 BEO SEDOL: BFN1F64 | 50,000.00    | 50,000.00         | 51,625.00         |
| <b>Total Australia - USD</b>                                                        |              | <b>360,080.00</b> | <b>382,491.10</b> |
| <b>Canada - USD</b>                                                                 |              |                   |                   |
| CDN NAT RES LTD 6.5% DUE 02-15-2037 SEDOL: B1B57H5                                  | 400,000.00   | 496,713.00        | 452,238.00        |
| CENOVUS ENERGY INC 6.75% DUE 11-15-2039 SEDOL: B45X0M5                              | 700,000.00   | 855,040.20        | 820,485.40        |
| PVTPL CANADIAN OIL SANDS LTD SR NT 6 DUE 04-01-2042 CUSIP: 13643EAH8                | 1,200,000.00 | 1,193,223.00      | 1,227,144.00      |

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                                                      | Shares/Par Value | Historical Cost     | Current Value       |
|--------------------------------------------------------------------------------------|------------------|---------------------|---------------------|
| <b>Corporate Debt Instruments - Other</b>                                            |                  |                     |                     |
| <b>Canada - USD</b>                                                                  |                  |                     |                     |
| PVTPL XSTRATA FIN CDA LTD C CRP XTAL 6.96.9% DUE 11-15-2037<br>BEO<br>SEDOL: B296076 | 100,000.00       | 112,427.00          | 105,557.90          |
| PVTPL XSTRATA FIN CDA LTD GTD NT 5.3 DUE10-25-2042 BEO<br>CUSIP: 38417EAR1           | 200,000.00       | 199,466.00          | 185,271.00          |
| ROGERS 7.5% DUE 08-15-2038<br>SEDOL: B3CDXJ7                                         | 200,000.00       | 252,406.00          | 252,153.60          |
| <b>Total Canada - USD</b>                                                            |                  | <b>3,109,272.20</b> | <b>3,042,849.90</b> |
| <b>France - USD</b>                                                                  |                  |                     |                     |
| ORANGE NT STEP UP 03-01-2031 02-28-2031<br>SEDOL: B2PPT02                            | 500,000.00       | 695,325.00          | 690,337.00          |
| PVTPL BPCE SA SUB NTS BOOK ENTRY 5.7 DUE10-22-2023<br>SEDOL: BFF55DN3                | 300,000.00       | 299,502.00          | 309,078.00          |
| <b>Total France - USD</b>                                                            |                  | <b>994,827.00</b>   | <b>999,415.00</b>   |
| <b>Netherlands - USD</b>                                                             |                  |                     |                     |
| PVTPL ING BK N V SUB NT 144A 5.8% DUE 09-25-2023 BEO<br>SEDOL: BDZMP39               | 1,200,000.00     | 1,194,516.00        | 1,254,712.80        |
| <b>Total Netherlands - USD</b>                                                       |                  | <b>1,194,516.00</b> | <b>1,254,712.80</b> |
| <b>Spain - USD</b>                                                                   |                  |                     |                     |
| TELEFONICA 6.421% DUE 06-20-2016<br>SEDOL: B170DD3                                   | 400,000.00       | 423,350.00          | 445,740.00          |
| <b>Total Spain - USD</b>                                                             |                  | <b>423,350.00</b>   | <b>445,740.00</b>   |
| <b>Switzerland - USD</b>                                                             |                  |                     |                     |
| TRANSOCEAN INC 6.8% DUE 03-15-2038<br>SEDOL: B29V1L5                                 | 800,000.00       | 840,589.33          | 890,410.40          |
| UBS AG JERSEY BRH 22/02/2022<br>SEDOL: B3844N9                                       | 600,000.00       | 657,133.33          | 658,956.00          |
| <b>Total Switzerland - USD</b>                                                       |                  | <b>1,497,702.66</b> | <b>1,549,366.40</b> |

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                                            | Shares/Par Value | Historical Cost     | Current Value       |
|----------------------------------------------------------------------------|------------------|---------------------|---------------------|
| <b>Corporate Debt Instruments - Other</b>                                  |                  |                     |                     |
| <b>United Kingdom - USD</b>                                                |                  |                     |                     |
| PVTPL IMPERIAL TOB FIN PLC 3.5 DUE 02-11-2023<br>CUSIP: 453140AB1          | 550,000.00       | 521,801.82          | 512,947.05          |
| ROYAL BK OF SCOTLAND PLC 9.5% 16/03/22<br>SEDOL: B7J8070                   | 500,000.00       | 591,696.97          | 586,770.50          |
| <b>Total United Kingdom - USD</b>                                          |                  | <b>1,113,498.79</b> | <b>1,099,717.55</b> |
| <b>United States - USD</b>                                                 |                  |                     |                     |
| ACTIVISION BLIZZARD INC TERM LOAN B DUE 07-26-2020 BEO<br>CUSIP: LX1319149 | 100,000.00       | 99,500.00           | 100,517.10          |
| ADT CORP 4.875% DUE 07-15-2042<br>SEDOL: B8FN7C0                           | 1,400,000.00     | 1,384,950.00        | 1,053,505.60        |
| ALTRIA GROUP INC 10.2% DUE 02-06-2039<br>SEDOL: B9L63Z5                    | 334,000.00       | 494,552.94          | 521,111.81          |
| AMERN AIRLS PASS 10.375% DUE 07-02-2019<br>SEDOL: B3Q6SS6                  | 1.00             | 0.00                | 1.01                |
| AMERN EXPRESS CO 4.05% DUE 12-03-2042<br>SEDOL: B966SP1                    | 890,000.00       | 707,878.62          | 783,044.25          |
| ANADARKO PETE CORP 6.45% DUE 09-15-2036<br>SEDOL: B1FGZM6                  | 100,000.00       | 103,715.00          | 112,293.50          |
| ANADARKO PETE CORP 7.95% DUE 06-15-2039<br>SEDOL: B57KSG9                  | 1,137,000.00     | 1,387,198.16        | 1,498,042.98        |
| BARRICK N AMER FIN 5.75% DUE 05-01-2043<br>SEDOL: BCRWZ36                  | 300,000.00       | 276,099.00          | 289,761.20          |
| BOSTON SCIENTIFIC CORP NT STEP UP<br>11-17-2005 SEDOL: B0Q4C22             | 800,000.00       | 958,312.00          | 952,080.80          |
| BSTN SCIENTIFIC 7.375% DUE 01-15-2040<br>SEDOL: B62PMD4                    | 100,000.00       | 131,397.00          | 124,249.30          |
| CAMERON INTL CORP 7% DUE 07-15-2038<br>SEDOL: B3B9F89                      | 300,000.00       | 351,712.71          | 362,738.70          |
| CC HLDGS GS V LLC 3.849% DUE 04-15-2023<br>SEDOL: B8PL2W0                  | 325,000.00       | 313,081.07          | 304,233.48          |
| CSC HLDGS INC BANK TERM LOAN DUE<br>CUSIP: 12630UAD8                       | 298,500.00       | 297,007.50          | 295,195.31          |
| CVS PASS THRU TR 5.88 DUE 01-10-2028 REG<br>CUSIP: 126650BC3               | 155,263.91       | 165,705.40          | 168,443.64          |
| DIRECTV HLDGS/FING 6 DUE 08-15-2040<br>SEDOL: B58W6M6                      | 300,000.00       | 304,335.00          | 296,250.30          |

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| Security Description / Asset ID                                            | Shares/Par Value | Historical Cost | Current Value |
|----------------------------------------------------------------------------|------------------|-----------------|---------------|
| <b>Corporate Debt Instruments - Other</b>                                  |                  |                 |               |
| <b>United States - USD</b>                                                 |                  |                 |               |
| DISCOVERY COMMUNICATIONS 4.95 DUE 05-15-2042<br>SEDOL: B8BCS3              | 400,000.00       | 396,912.00      | 371,539.20    |
| DOW CHEM CO NT 9.4 DUE 05-15-2039<br>SEDOL: BG48TR1                        | 600,000.00       | 890,520.00      | 896,345.40    |
| EL PASO NAT GAS CO 8.375% DUE 06-15-2032<br>SEDOL: 2787237                 | 400,000.00       | 495,760.00      | 513,315.60    |
| ENERGY TRANSFER 7.5% DUE 07-01-2038<br>SEDOL: BG48VF3                      | 400,000.00       | 462,728.80      | 489,313.60    |
| ENTERPRISE PRODS 4.45 DUE 02-15-2043<br>SEDOL: B8D1HN7                     | 1,200,000.00     | 1,183,605.23    | 1,059,979.20  |
| ENTERPRISE PRODS 5.95% DUE 02-01-2041<br>SEDOL: B3P4V85                    | 300,000.00       | 323,353.71      | 326,715.90    |
| EXELON GENERATION 5.6 DUE 08-15-2042<br>SEDOL: B715FY1                     | 81,000.00        | 71,372.43       | 75,611.88     |
| FIRST AMERN FINL CORP SR NT 4.3 DUE 02-01-2023<br>SEDOL: B8919Z4           | 1,200,000.00     | 1,198,930.00    | 1,142,988.00  |
| FIRSTENERGY 8.8% DUE 06-15-2039<br>SEDOL: B4K1C52                          | 3,400,000.00     | 3,579,543.00    | 3,443,163.00  |
| FPE HLDGS INC DEL 12.5% DUE 19/11/2006<br>CUSIP: 30299ACW2                 | 1,650,000.00     | 1,650,000.00    | 0.00          |
| FRAMED PICTURES ENTERPRISE INC 12.5 DUE 11-19-2006 BEO<br>CUSIP: 35199AAU8 | 154,688.00       | 154,688.00      | 0.00          |
| FRAMED PICTURES ENTERPRISE INC 12.5 DUE 03-22-2008 BEO<br>CUSIP: 35199ABR4 | 483,129.85       | 483,129.85      | 0.00          |
| INTL PAPER CO 8.7% DUE 06-15-2038<br>SEDOL: B39NZP0                        | 200,000.00       | 249,870.00      | 275,447.40    |
| KINDER MORGAN 6.55% DUE 09-15-2040<br>SEDOL: B3S4PJ8                       | 500,000.00       | 564,410.00      | 552,378.00    |
| KINDER MORGAN 6.95% DUE 01-15-2038<br>SEDOL: B1Z54W6                       | 400,000.00       | 427,088.00      | 459,519.20    |
| KRAFT FOODS GROUP 6.5% DUE 02-09-2040<br>SEDOL: B87MCS7                    | 1,320,000.00     | 1,461,620.97    | 1,539,382.68  |
| MIDCONTINENT 6.7% DUE 09-15-2019<br>SEDOL: B427WQ6                         | 300,000.00       | 332,313.00      | 292,554.00    |
| NEWS AMER INC SR NT 6.15 2-15-2041<br>SEDOL: B3XK3X1                       | 850,000.00       | 858,217.33      | 947,346.25    |

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| Security Description / Asset ID                                                                  | Shares/Par Value | Historical Cost | Current Value |
|--------------------------------------------------------------------------------------------------|------------------|-----------------|---------------|
| <b>Corporate Debt Instruments - Other</b>                                                        |                  |                 |               |
| <b>United States - USD</b>                                                                       |                  |                 |               |
| NORFOLK SOUTHERN 3.95% DUE 03-15-2022<br>SEDOL: B76B2V0                                          | 700,000.00       | 693,420.00      | 684,331.20    |
| NORFOLK SOUTHERN 3.95% DUE 10-01-2042<br>SEDOL: B8Y1560                                          | 200,000.00       | 199,994.00      | 168,282.40    |
| CNEOK PARTNERS L P 8.85% DUE 10-15-2037<br>SEDOL: B2830T3                                        | 800,000.00       | 1,045,192.00    | 910,385.60    |
| OWENS CORNING NEW 4.2 DUE 12-15-2022<br>SEDOL: B4KKJC6                                           | 200,000.00       | 193,630.00      | 190,986.20    |
| PIONEER NAT RES CO 7.2% DUE 01-15-2028<br>SEDOL: 2141082                                         | 200,000.00       | 257,706.00      | 240,476.00    |
| PIONEER NAT RES CO 7.5% DUE 01-15-2020<br>SEDOL: B95Q735                                         | 250,000.00       | 319,327.50      | 303,116.50    |
| PLAINS ALL AMERN PIPELINE L P / PAA FIN 5.15 DUE 06-01-2042<br>REG SEDOL: B6Y16K2                | 700,000.00       | 738,962.93      | 690,211.90    |
| PLAINS ALL AMERN 4.3% DUE 01-31-2043<br>SEDOL: B9ZY2L7                                           | 200,000.00       | 199,850.00      | 173,296.40    |
| PRIDE INTL INC DEL SR NT 7.875 DUE 08-15-2040<br>SEDOL: B4XLZL3                                  | 400,000.00       | 563,044.00      | 542,803.20    |
| PVTPL COX COMMUNICATIONS INC NEW NT 144A8.375% DUE<br>03-01-2039 BEC SEDOL: B527QK5              | 600,000.00       | 817,346.31      | 727,664.40    |
| PVTPL CVS CAREMARK CORP PASSTHRU CTF 144A 7.507 DUE<br>01-10-2037/12-22-2009 BEC SEDOL: BAVLUP1  | 551,085.70       | 649,622.18      | 656,939.34    |
| PVTPL CVS CAREMARK CORP PASSTHRU CTF 5.773% DUE<br>01-10-2033/03-10-2011 BEC SEDOL: B3V46L4      | 185,655.63       | 200,306.38      | 194,947.69    |
| PVTPL HEINZ H J FIN CO GTD NT 144A 7.125% DUE<br>08-01-2039 BEC SEDOL: B3VJFD4                   | 800,000.00       | 990,150.67      | 822,000.00    |
| PVTPL ROCKIES EXPRESS PIPELINE LLC NT 144A 6.875 DUE<br>04-15-2040/03-22-2010 BEC SEDOL: B4S26J5 | 1,150,000.00     | 1,144,503.00    | 951,625.00    |
| PVTPL US LEGAL SUPPORT INC SUB NT 8 DUE 12-31-2022 BEC<br>CUSIP: 90399AANS2                      | 1,560,001.00     | 1,560,001.00    | 1,560,001.00  |
| QVC INC 5.125% DUE 07-02-2022<br>SEDOL: B8P3TR9                                                  | 200,000.00       | 198,646.00      | 197,821.40    |
| QVC INC 5.95% DUE 03-15-2043<br>SEDOL: B03CV99                                                   | 200,000.00       | 173,568.00      | 181,450.00    |
| SLM CORP MEDIUM 8.45% DUE 06-15-2018<br>CUSIP: 78442FEH7                                         | 700,000.00       | 773,664.71      | 815,500.00    |

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                            | Shares/Par Value | Historical Cost      | Current Value        |
|------------------------------------------------------------|------------------|----------------------|----------------------|
| <b>Corporate Debt Instruments - Other</b>                  |                  |                      |                      |
| <b>United States - USD</b>                                 |                  |                      |                      |
| SLM CORP 8 DUE 03-25-2020<br>SEDOL: B4XQK2                 | 500,000.00       | 581,875.00           | 566,250.00           |
| SUNOCO LOGISTICS 4.95% DUE 01-15-2043<br>SEDOL: B86HLQ8    | 560,000.00       | 552,067.39           | 498,188.88           |
| SUNOCO LOGISTICS 6.1% DUE 02-15-2042<br>SEDOL: B8QFF83     | 100,000.00       | 118,729.00           | 102,098.70           |
| THERMO FISHER 3.6% DUE 08-15-2021<br>SEDOL: B56VHL3        | 175,000.00       | 175,252.00           | 173,432.53           |
| TIME WARNER CABLE 5.5% DUE 09-01-2041<br>SEDOL: B441BS1    | 350,000.00       | 285,414.50           | 290,014.90           |
| TIME WARNER CABLE 7.3% DUE 07-01-2038<br>SEDOL: B3B14R7    | 1,200,000.00     | 1,458,026.67         | 1,196,614.80         |
| TIME WARNER INC 5.375% DUE 10-15-2041<br>SEDOL: B6494Z7    | 200,000.00       | 214,764.00           | 202,300.60           |
| TIME WARNER INC 6.1 07-15-2040<br>SEDOL: B3WNGW8           | 1,100,000.00     | 1,107,411.25         | 1,200,503.70         |
| UTD AIRLINES INC 10.4 DUE 11-01-2016<br>SEDOL: B4W1QS8     | 462,543.78       | 529,592.50           | 524,967.17           |
| VERIZON COMMUNICATIONS 6.4 NTS DUE<br>SEDOL: BF32030       | 400,000.00       | 429,820.00           | 460,048.40           |
| VERIZON COMMUNICATIONS 5.55 BDS DUE<br>SEDOL: BF320B8      | 1,000,000.00     | 1,075,016.09         | 1,169,959.00         |
| WESTN GAS PARTNERS 5.375% DUE 06-01-2021<br>SEDOL: B506789 | 600,000.00       | 667,272.00           | 642,779.40           |
| WEYERHAEUSER CO DEB 7.375 DUE<br>SEDOL: B80RG32            | 400,000.00       | 540,596.00           | 489,462.00           |
| WEYERHAEUSER CO 6.95% DUE 10-01-2027<br>SEDOL: B349770     | 900,000.00       | 1,054,071.00         | 1,038,232.80         |
| WEYERHAEUSER CO 8.5% DUE 01-15-2025<br>SEDOL: 2590235      | 200,000.00       | 259,490.00           | 254,767.40           |
| WHIRLPOOL CORP 5.15% DUE 03-01-2043<br>SEDOL: B99G424      | 200,000.00       | 199,272.00           | 192,829.00           |
| WILLIAMS COS INC 8.75% DUE 03-15-2032<br>SEDOL: B744146    | 404,000.00       | 521,612.48           | 471,675.66           |
| <b>Total United States - USD</b>                           |                  | <b>42,246,923.28</b> | <b>38,693,051.46</b> |
| <b>Total Corporate Debt Instruments - Other</b>            |                  | <b>50,942,169.93</b> | <b>47,467,344.21</b> |

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| Security Description / Asset ID                                             | Shares/Par Value | Historical Cost | Current Value |
|-----------------------------------------------------------------------------|------------------|-----------------|---------------|
| <i>Corporate Stock - Common</i>                                             |                  |                 |               |
| <b>Canada - CAD</b>                                                         |                  |                 |               |
| CDN NATURAL RESOURCES COMMON STOCK<br>SEDOL: 2171573                        | 0.00             | 0.00            | 0.00          |
| <b>Total Canada - CAD</b>                                                   |                  | <b>0.00</b>     | <b>0.00</b>   |
| <b>United Kingdom - GBP</b>                                                 |                  |                 |               |
| GLAXOSMITHKLINE ORD GBP0.25<br>SEDOL: 0925288                               | 0.00             | 0.00            | 0.00          |
| <b>Total United Kingdom - GBP</b>                                           |                  | <b>0.00</b>     | <b>0.00</b>   |
| <b>United Kingdom - USD</b>                                                 |                  |                 |               |
| #REORGVODAFONE GROUP REVERSE STOCK<br>2V1BAM1 EFF 02-24-2014 SEDOL: B197PF8 | 0.00             | 0.00            | 0.00          |
| <b>Total United Kingdom - USD</b>                                           |                  | <b>0.00</b>     | <b>0.00</b>   |
| <b>United States - USD</b>                                                  |                  |                 |               |
| COACH INC COM<br>SEDOL: 2646015                                             | 0.00             | 0.00            | 0.00          |
| PEPSICO INC COM<br>SEDOL: 2681511                                           | 0.00             | 0.00            | 0.00          |
| WAL-MART STORES INC COM<br>SEDOL: 2936921                                   | 0.00             | 0.00            | 0.00          |
| <b>Total United States - USD</b>                                            |                  | <b>0.00</b>     | <b>0.00</b>   |
| <b>Total Corporate Stock - Common</b>                                       |                  | <b>0.00</b>     | <b>0.00</b>   |

## *Partnership/Joint Venture Interests*

|                                          |               |               |               |
|------------------------------------------|---------------|---------------|---------------|
| <b>United States - USD</b>               |               |               |               |
| CARLYLE PARTNERS III<br>CUSIP: 9916RQ994 | 3,468,911.88  | 3,468,911.88  | 28,592.00     |
| CARLYLE PARTNERS IV<br>CUSIP: 9916RR992  | 6,993,686.20  | 6,993,686.20  | 8,045,747.00  |
| CARLYLE PARTNERS V<br>CUSIP: 9916RS990   | 12,330,545.15 | 12,330,545.15 | 12,353,302.00 |

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                               | Shares/Par Value | Historical Cost      | Current Value        |
|---------------------------------------------------------------|------------------|----------------------|----------------------|
| <i>Partnership/Joint Venture Interests</i>                    |                  |                      |                      |
| <b>United States - USD</b>                                    |                  |                      |                      |
| MERITECH CAPITAL PARTNERS<br>CUSIP: 9916RT998                 | 6,851,431.42     | 6,851,431.42         | 593.00               |
| MERITECH CAPITAL PARTNERS II<br>CUSIP: 9916RU995              | 585,375.40       | 565,375.40           | 624,310.00           |
| SUMMIT PARTNERS PRIVATE EQUITY FUND VII-B<br>CUSIP: 9916SC994 | 6,043,015.87     | 6,043,015.87         | 6,240,454.00         |
| SUMMIT SUBORDINATED DEBT FD<br>CUSIP: 9916RV993               | 1.00             | 1.00                 | 1.00                 |
| SUMMIT SUBORDINATED DEBT FD II<br>CUSIP: 9916RW991            | 818,294.36       | 818,294.36           | 850,859.00           |
| SUMMIT SUBORDINATED DEBT FUND III-B<br>CUSIP: 9916RX999       | 1,868,112.17     | 1,868,112.17         | 2,368,219.00         |
| SUMMIT SUBORDINATED DEBT FUND IV<br>CUSIP: 9916RY997          | 5,147,989.50     | 5,147,989.50         | 5,059,995.00         |
| SUMMIT V COMPANION FUND<br>CUSIP: 9916SA998                   | 423,154.38       | 423,154.38           | 18,165.00            |
| SUMMIT VENTURES IV<br>CUSIP: 9916RZ994                        | 11,660.85        | 11,660.85            | 11,537.00            |
| SUMMIT VENTURES VI-B<br>CUSIP: 9916SB996                      | 2,523,840.05     | 2,523,840.05         | 1,107,803.00         |
| VONTOBEL GLOBAL EMERGING MARKETS FUND<br>CUSIP: 9917XU996     | 4,100,000.00     | 4,100,000.00         | 7,180,073.00         |
| WESTON PRESIDIO CAPITAL III<br>CUSIP: 9916SD992               | 4,777,592.66     | 4,777,592.66         | 373,027.00           |
| WESTON PRESIDIO CAPITAL IV<br>CUSIP: 9916SE990                | 1,708,504.85     | 1,708,504.85         | 146,445.00           |
| WESTON PRESIDIO V<br>CUSIP: 9916SF997                         | 1,563,795.01     | 1,563,795.01         | 3,282,958.00         |
| <b>Total United States - USD</b>                              |                  | <b>59,195,910.75</b> | <b>47,692,080.00</b> |
| <b>Total Partnership/Joint Venture Interests</b>              |                  | <b>59,195,910.75</b> | <b>47,692,080.00</b> |

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                                           | Shares/Par Value | Historical Cost | Current Value |
|---------------------------------------------------------------------------|------------------|-----------------|---------------|
| <i>Value of Interest in Common/Collective Trusts</i>                      |                  |                 |               |
| <b>United States - USD</b>                                                |                  |                 |               |
| CF ROGGE EMERGING MARKETS CURRENCY FUND ROUF00100002<br>CUSIP: 010991016  | 364,527.73       | 3,645,277.30    | 3,656,942.18  |
| COLTV SHORT TERM INVT FD<br>CUSIP: 195998AD1                              | 16,808,611.18    | 16,808,611.18   | 16,808,611.18 |
| MFB NT COLLECTIVE S&P 500 INDEX FUND - LENDING<br>CUSIP: 658991294        | 3,299.26         | 8,677,958.79    | 19,167,476.57 |
| <b>Total United States - USD</b>                                          |                  | 29,131,847.27   | 39,633,029.93 |
| <b>Total Value of Interest in Common/Collective Trusts</b>                |                  | 29,131,847.27   | 39,633,029.93 |
| <i>Value of Interest in Registered Investment Companies</i>               |                  |                 |               |
| <b>Emerging Markets Region - USD</b>                                      |                  |                 |               |
| MFO STONE HARBOR LOCAL MARKET FD<br>CUSIP: 861647501                      | 311,498.43       | 3,363,077.76    | 2,959,235.08  |
| <b>Total Emerging Markets Region - USD</b>                                |                  | 3,363,077.76    | 2,959,235.08  |
| <b>United States - USD</b>                                                |                  |                 |               |
| MFO PIMCO SHORT TERM FLOATING NAV PORT<br>CUSIP: 72201F613                | 2,580,914.28     | 25,835,848.03   | 25,834,951.94 |
| MFO STONE HBR INVT FDS EMERGING MKTS DEBT FD INSTL CL<br>CUSIP: 861647105 | 286,401.14       | 3,171,894.51    | 2,978,571.85  |
| <b>Total United States - USD</b>                                          |                  | 29,007,742.54   | 28,813,523.79 |
| <b>Total Value of Interest in Registered Investment Com</b>               |                  | 32,370,820.30   | 31,772,758.87 |
| <i>Other</i>                                                              |                  |                 |               |
| <b>Canada - CAD</b>                                                       |                  |                 |               |
| FUT MAR 14 ME S&P CAN 60<br>CUSIP: 999599GH0                              | 16.00            | 2,266,879.25    | 2,351,887.06  |
| FUT MAR 14 ME S&P CAN 60<br>CUSIP: 999599GH0                              | -16.00           | -2,266,879.25   | -2,351,887.06 |
| <b>Total Canada - CAD</b>                                                 |                  | 0.00            | 0.00          |

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| Security Description / Asset ID                                                                 | Shares/Par Value | Historical Cost | Current Value |
|-------------------------------------------------------------------------------------------------|------------------|-----------------|---------------|
| <b>Other</b>                                                                                    |                  |                 |               |
| <b>United States - USD</b>                                                                      |                  |                 |               |
| 888 CASH ELSEWHERE PROTEGE PARTNERS LTD CL A SER PR 12 FUND<br>CUSIP: 000770115                 | 87.25            | 87.25           | 87.25         |
| 888 CASH ELSEWHERE PROTEGE PARTNERS LTD CL A SER 12 FUND<br>CUSIP: 000770099                    | 861.95           | 861.95          | 861.95        |
| 888 CASH ELSEWHERE PROTEGE PARTNERS LTD CL A SER 13 FUND<br>CUSIP: 000770107                    | 1,256.39         | 1,256.39        | 1,256.39      |
| 888 CASH ELSEWHERE PROTEGE PARTNERS LTD CL A SER 6 11 FUND<br>CUSIP: 000770081                  | 1,009,152.13     | 1,009,152.13    | 1,009,152.13  |
| AMERICAN MUN PWR OHIO INC REV 7.834%<br>TAXABLE<br>SEDOL: B51JWV5                               | 800,000.00       | 972,007.11      | 1,010,760.00  |
| AMERICAN MUN PWR OHIO INC REV 8.084%<br>TAXABLE<br>SEDOL: B52FJL1                               | 100,000.00       | 112,454.00      | 132,368.00    |
| BAY AREA TOLL AUTH TOLL BRDG REV 6.907% 10-01-2050<br>BEO TAXABLE<br>SEDOL: B574M81             | 600,000.00       | 612,229.71      | 727,002.00    |
| BAY AREA TOLL AUTH TOLL BRDG REV 7.043% 04-01-2050<br>BEO TAXABLE<br>SEDOL: B3YX4F8             | 400,000.00       | 538,392.00      | 491,692.00    |
| CALIFORNIA ST 7.6% 11-01-2040 BEO TAXABLE<br>SEDOL: B3Y5CW7                                     | 400,000.00       | 438,720.00      | 528,084.00    |
| CALIFORNIA STATE 7.55 MUN BDS DUE 04-01-2039 USD5000<br>SEDOL: B41WHLZ                          | 200,000.00       | 259,166.00      | 259,198.00    |
| CALL SWAPTION USD CME CHASUS 3MLIBOR/6M 2.5% European<br>317U283F7 01-27-2014<br>SEDOL: 9C1QETU | -1,300,000.00    | -5,720.00       | -0.91         |
| CALL SWAPTION USD GSCMUS33 3MLIBOR/6M 1.3% European<br>317U283F7 03-17-2014<br>SEDOL: 9C1SGZU   | -1,400,000.00    | -1,820.00       | -47.04        |
| CALL SWAPTION USD GSCMUS33 3MLIBOR/6M 1.3% European<br>317U283F7 03-17-2014<br>SEDOL: 9C1QERU   | -1,800,000.00    | -2,860.00       | -60.48        |
| CALL SWAPTION USD GSCMUS33 3MLIBOR/6M 1.3% European<br>317U283F7 03-17-2014<br>SEDOL: 9C1RXXU   | -6,300,000.00    | -6,930.00       | -211.68       |
| CALL SWAPTION USD GSCMUS33 3MLIBOR/6M 1.4% European<br>317U148F2 01-27-2014<br>SEDOL: 9C14JRU   | -3,200,000.00    | -6,656.00       | -17.60        |
| CALL SWAPTION USD GSCMUS33 3MLIBOR/6M 1.4% European<br>317U148F2 01-27-2014<br>SEDOL: 9C139GU   | -5,400,000.00    | -11,880.00      | -29.70        |
| CALL SWAPTION USD MSCSUS33 3MLIBOR/6M 2.4% European<br>317U409F6 05-19-2014<br>SEDOL: 9C31SYU   | 5,000,000.00     | 10,000.00       | 1,865.50      |
| CALL SWAPTION USD RBOSGB2RTCM 3MLIBOR/6M2.5% European<br>317U311F3 03-03-2014<br>SEDOL: 9C1WM9U | -1,800,000.00    | -6,570.00       | -105.66       |

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| Security Description / Asset ID                                                                 | Shares/Par Value | Historical Cost | Current Value |
|-------------------------------------------------------------------------------------------------|------------------|-----------------|---------------|
| <i>Other</i>                                                                                    |                  |                 |               |
| <b>United States - USD</b>                                                                      |                  |                 |               |
| CALL SWAPTION USD RBOSGB2RTCM 3MLIBOR6M2.5% European<br>317U934E3 01-27-2014 SEDOL: 9BYDYAU     | -600,000.00      | -3,900.00       | -0.42         |
| CALL SWAPTION USD RBOSGB2RTCM 3MLIBOR6M2.5% European<br>317U934E3 01-27-2014 SEDOL: 9BYCEWU     | -1,100,000.00    | -7,370.00       | -0.77         |
| CALL SWAPTION USD RBOSGB2RTCM 3MLIBOR6M2.5% European<br>317U934E3 01-27-2014 SEDOL: 9BYE29U     | -500,000.00      | -3,750.00       | -0.35         |
| CCP DUE FROM BARCLAYS<br>317U934E3 01-27-2014 SEDOL: 9AYQMCU                                    | 15,000.00        | 15,000.00       | 15,000.00     |
| CCP DUE TO/FROM MORGAN STANLEY<br>SEDOL: 9AYQMLU                                                | 149,000.00       | 149,000.00      | 149,000.00    |
| CDS / STS CME BARCUS SELL PROTECTION ON CDX NAIGS17V1 5Y<br>12-20-2018 SWPC416P0 SEDOL: 9BYWNLU | 100,000.00       | 1,717.53        | 2,102.42      |
| CDS / STS GSILGB2X 12-20-2018 SWPC00FM3<br>SEDOL: 9C17WWL                                       | -6,800,000.00    | -127,379.30     | -114,023.08   |
| CDS / STS ICE BARCUS SELL PROTECTION ON CDX NAIGS20V1 5Y<br>06-20-2018 SWPC458X2 SEDOL: 9C3FJ5U | 1,300,000.00     | 23,293.35       | 26,245.44     |
| CDS / STS ICE BARCUS SELL PROTECTION ON CDX NAIGS20V1 5Y<br>06-20-2018 SWPC458X2 SEDOL: 9C3FJ4U | 1,600,000.00     | 28,446.57       | 32,302.08     |
| CDS / STS ICE BARCUS SELL PROTECTION ON CDX NAIGS20V1 5Y<br>06-20-2018 SWPC458X2 SEDOL: 9C3FJ3U | 600,000.00       | 10,674.40       | 12,113.28     |
| CDS / STS ICE BARCUS SELL PROTECTION ON CDX NAIGS20V1 5Y<br>06-20-2018 SWPC458X2 SEDOL: 9C3FJ2U | 500,000.00       | 8,917.32        | 10,094.40     |
| CDS / STS ICE BARCUS SELL PROTECTION ON CDX NAIGS20V1 5Y<br>06-20-2018 SWPC458X2 SEDOL: 9C3DY3U | 1,100,000.00     | 21,158.17       | 22,207.68     |
| CDS / STS ICE BARCUS SELL PROTECTION ON CDX NAIGS20V1 5Y<br>SEDOL: 9C3DY2L SWPC458X2            | -5,100,000.00    | -90,750.65      | -102,962.88   |
| CDS / STS ICE CSFBUS SELL PROTECTION ON CDX NAIGS18V1 5Y<br>06-20-2017 SWPC714W4 SEDOL: 9BYWNUU | 900,000.00       | 14,824.36       | 19,721.61     |
| CDS / STS ICE CSFBUS SELL PROTECTION ON CDX NAIGS19V1 5Y<br>12-20-2017 SWPC712W6 SEDOL: 9BYVHCU | 800,000.00       | 10,152.48       | 17,364.72     |
| CDS BARCBS33 12-20-2018 SWPC003I5<br>SEDOL: 9BZRZXL                                             | -1,000,000.00    | -65,430.53      | -28,608.00    |
| CDS BARCBS33 12-20-2023 SWPC00YC4<br>SEDOL: 9C2ZJAL                                             | -600,000.00      | -16,675.50      | -11,141.34    |
| CDS BOFAUS6S 09-20-2021 SWPC895M7<br>SEDOL: 9AXLGNL                                             | -400,000.00      | -32,941.00      | -23,855.16    |

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| Security Description / Asset ID                                                             | Shares/Par Value | Historical Cost | Current Value |
|---------------------------------------------------------------------------------------------|------------------|-----------------|---------------|
| <i>Other</i>                                                                                |                  |                 |               |
| <b>United States - USD</b>                                                                  |                  |                 |               |
| CDS CITIUS33 SELL PROTECTION ON FORD MTRCO DEL 03-20-2023<br>SWPC178W3 SEDOL: 988SX7U       | 2,300,000.00     | 538,495.32      | 563,272.76    |
| CDS CITIUS33 SELL PROTECTION ON FREEPORTMCMORAN COP<br>06-20-2016 SWPC741M3 SEDOL: 9AXEU4U  | 700,000.00       | 0.00            | 10,535.98     |
| CDS CITIUS33 06-20-2016 SWPC741M3<br>SEDOL: 9AXEU4L                                         | -700,000.00      | -5,899.09       | 0.00          |
| CDS CITIUS33 12-20-2018 SWPC00BF2<br>SEDOL: 9BZSY8L                                         | -500,000.00      | -32,701.53      | -14,304.00    |
| CDS DEUTGB2L SELL PROTECTION ON PRUDENTIAL FINL INC<br>12-20-2018 SWPC00O27 SEDOL: 9C1GXKU  | 1,200,000.00     | 933.34          | 16,663.68     |
| CDS DEUTGB2L SELL PROTECTION ON METLIFE INC 12-20-2018<br>SWPC00O19 SEDOL: 9C1GJLU          | 2,000,000.00     | 10,885.20       | 28,192.00     |
| CDS GSILGE2X SELL PROTECTION ON FREEPORTMCMORAN COP<br>09-20-2016 SWPC907M3 SEDOL: 9AXLP0U  | 200,000.00       | 0.00            | 2,940.96      |
| CDS GSILGB2X 09-20-2016 SWPC907M3<br>SEDOL: 9AXLP0L                                         | -200,000.00      | -4,945.00       | 0.00          |
| CDS MRADUS33 SELL PROTECTION ON EMIRATE OF ABU DHABI<br>06-20-2016 SWPC889L3 SEDOL: 9A9SUJU | 100,000.00       | 250.95          | 2,093.14      |
| CDS MSCSUS33 06-20-2018 SWPC038Y9<br>SEDOL: 9B9QLPL                                         | -400,000.00      | -11,853.28      | -9,968.04     |
| CDS SELL PROTECTION ON EMIRATE OF ABU DHABI 06-20-2016<br>SWPC102M6 SEDOL: 9A9TTBU          | -300,000.00      | -12,019.92      | -11,999.40    |
| CME IRS CME BARCUS USD P 3% 3M LIBOR 07/15/2014<br>SWU004X60 SEDOL: 9BY4QCL                 | 700,000.00       | 2,115.12        | 14,651.98     |
| CME IRS CME CSFBUS USD P 2.65% 3M LIBOR 07/31/2023<br>SWU005A13 SEDOL: 9BZ2A4U              | -6,200,000.00    | 0.00            | -33,142.72    |
| CME IRS CME CSFBUS USD P 3M LIBOR/R 2.65% 07/31/2023<br>SWU005A13 SEDOL: 9BY4QCL            | 1,700,000.00     | 46,798.13       | 36,606.27     |
| CME IRS CME CSFBUS USD P 3M LIBOR/R 2.65% 07/31/2023<br>SWU005A13 SEDOL: 9BY4QCL            | -1,600,000.00    | 0.00            | -34,452.96    |
| CME IRS CME CSFBUS USD P 3M LIBOR/R 2.86% 05/01/2043<br>SWU003ZM5 SEDOL: 9B9KUBL            | -600,000.00      | -5,807.86       | -12,919.86    |
| CME IRS CME CSFBUS USD P 3M LIBOR/R 2.86% 05/01/2043<br>SWU003ZM5 SEDOL: 9B9KUBL            | -400,000.00      | 0.00            | -77,821.56    |
| CME IRS CME CSFBUS USD P 3M LIBOR/R 2.86% 05/01/2043<br>SWU003ZM5 SEDOL: 9B9KUBL            | -400,000.00      | 0.00            | -77,821.56    |

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| Security Description / Asset ID                                                     | Shares/Par Value | Historical Cost | Current Value  |
|-------------------------------------------------------------------------------------|------------------|-----------------|----------------|
| <i>Other</i>                                                                        |                  |                 |                |
| <b>United States - USD</b>                                                          |                  |                 |                |
| CME IRS CME_GOLDUS USD P 2.0%/R 3M LIBOR 12/18/2018<br>SEDOL: 9C2VUYL<br>SWU005AC9  | -1,600,000.00    | -35,568.00      | -18,871.36     |
| CME IRS CME_GOLDUS USD P 2.0%/R 3M LIBOR 12/18/2018<br>SEDOL: 9C2JJCZL<br>SWU005AC9 | -2,200,000.00    | -57,992.00      | -25,948.12     |
| CME IRS CME_GOLDUS USD P 3M LIBOR/R 2.0% 12/18/2018<br>SEDOL: 9S24FFU<br>SWU005AC9  | 10,000,000.00    | 7,800.00        | 117,946.00     |
| CME IRS CME_MSCSUS USD P 3M LIBOR/R 1.5% 09/16/2016<br>SEDOL: 9B5YTKU<br>SWU004ZG6  | 20,000,000.00    | 0.00            | 29,062.00      |
| CME IRS CME_MSCSUS USD P 3M LIBOR/R 1.5% 09/16/2016<br>SEDOL: 9B5YTKL<br>SWU004ZG6  | -20,000,000.00   | -36,200.00      | 0.00           |
| CME IRS CME_MSCSUS USD P 3M LIBOR/R 2.4% 09/05/2023<br>SEDOL: 9B28GNL<br>SWU005JR7  | -1,900,000.00    | 0.00            | -92,253.36     |
| CME IRS CME_SESIUS USD P 3M LIBOR/R .95% 05/07/2018<br>SEDOL: 9B9KTLZ<br>SWU003ZK9  | -1,800,000.00    | 0.00            | -39,064.86     |
| FUT JUN 15 EURO DOLLARS<br>CUSIP: 999599GH0                                         | 172.00           | 42,761,350.00   | 42,709,750.00  |
| FUT JUN 15 EURO DOLLARS<br>CUSIP: 999599GH0                                         | -172.00          | -42,761,350.00  | -42,709,750.00 |
| FUT MAR 14 CBT UL T-BONDS<br>CUSIP: 999599GH0                                       | 25.00            | 3,437,786.63    | 3,406,250.00   |
| FUT MAR 14 CBT UL T-BONDS<br>CUSIP: 999599GH0                                       | -25.00           | -3,437,786.63   | -3,406,250.00  |
| FUT MAR 14 CBT 5YR DSF<br>CUSIP: 999599GH0                                          | -38.00           | -3,857,234.38   | -3,813,062.50  |
| FUT MAR 14 CBT 5YR DSF<br>CUSIP: 999599GH0                                          | 38.00            | 3,857,234.38    | 3,813,062.50   |
| FUT MAR 14 CDN DOLLAR<br>CUSIP: 999599GH0                                           | -23.00           | -2,159,839.33   | -2,160,160.00  |
| FUT MAR 14 CDN DOLLAR<br>CUSIP: 999599GH0                                           | 23.00            | 2,159,839.33    | 2,160,160.00   |
| FUT MAR 14 EMINI S&P 500<br>SEDOL: 9B2VRZL                                          | -108.00          | -9,706,585.57   | -9,941,940.00  |
| FUT MAR 14 EMINI S&P 500<br>CUSIP: 999599GH0                                        | 108.00           | 9,706,585.57    | 9,941,940.00   |
| FUT MAR 14 ICEUS SM RUS2<br>CUSIP: 999599GH0                                        | 68.00            | 7,639,497.14    | 7,897,520.00   |

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|---------------------------------------------------------------|------------------|-----------------|----------------|
| <i>Other</i>                                                  |                  |                 |                |
| <b>United States - USD</b>                                    |                  |                 |                |
| FUT MAR 14 ICEUS SM RUS2<br>CUSIP: 999599GH0                  | -68.00           | -7,639,497.14   | -7,897,520.00  |
| FUT MAR 14 NYL MSCI EAFE<br>CUSIP: 999599GH0                  | 255.00           | 23,376,466.05   | 24,451,950.00  |
| FUT MAR 14 NYL MSCI EAFE<br>CUSIP: 999599GH0                  | -255.00          | -23,376,466.05  | -24,451,950.00 |
| FUT MAR 14 NYL MSCI EMG<br>CUSIP: 999599GH0                   | 144.00           | 7,130,407.64    | 7,320,960.00   |
| FUT MAR 14 NYL MSCI EMG<br>CUSIP: 999599GH0                   | -144.00          | -7,130,407.64   | -7,320,960.00  |
| FUT MAR 14 U.S T-BONDS<br>CUSIP: 999599GH0                    | -9.00            | -1,164,796.87   | -1,154,912.50  |
| FUT MAR 14 U.S T-BONDS<br>CUSIP: 999599GH0                    | 9.00             | 1,164,796.87    | 1,154,912.50   |
| FUT MAR 14 10 YR T-NOTES<br>CUSIP: 999599GH0                  | -18.00           | -2,250,057.37   | -2,214,843.75  |
| FUT MAR 14 10 YR T-NOTES<br>CUSIP: 999599GH0                  | 18.00            | 2,250,057.37    | 2,214,843.75   |
| FUT MAR 14 5 YR T NOTE<br>CUSIP: 999599GH0                    | -57.00           | -6,886,980.47   | -6,800,812.50  |
| FUT MAR 14 5 YR T NOTE<br>CUSIP: 999599GH0                    | 57.00            | 6,886,980.47    | 6,800,812.50   |
| FUT SEP 15 EURO DOLLARS<br>CUSIP: 999599GH0                   | 233.00           | 57,829,437.01   | 57,743,225.00  |
| FUT SEP 15 EURO DOLLARS<br>CUSIP: 999599GH0                   | -233.00          | -57,829,437.01  | -57,743,225.00 |
| LOS ANGELES CALIF CMNTY COLLEGE DIST<br>SEDOL: B4RD746        | 700,000.00       | 730,835.00      | 866,740.00     |
| LOS ANGELES CALIF SCH DIST 6.758%<br>SEDOL: B63L7C2           | 660,000.00       | 696,988.26      | 813,964.80     |
| METROPOLITAN TRANSN AUTH N Y REV 6.814%<br>SEDOL: B669YV1     | 800,000.00       | 824,688.00      | 956,456.00     |
| MUNICIPAL ELEC AUTH GA 6.637% 04-01-2057BEO<br>SEDOL: B66K473 | 400,000.00       | 402,236.00      | 420,952.00     |
| MUNICIPAL ELEC AUTH GA 6.655% 04-01-2057BEO<br>SEDOL: B668JY9 | 200,000.00       | 216,104.00      | 208,956.00     |

\*\* All or a portion of this security participates in Securities Lending.

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Account number 7755

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                                                                    | Shares/Par Value | Historical Cost | Current Value |
|----------------------------------------------------------------------------------------------------|------------------|-----------------|---------------|
| <i>Other</i>                                                                                       |                  |                 |               |
| <b>United States - USD</b>                                                                         |                  |                 |               |
| NAPA VALLEY CALIF UNI SCH DIST 6.507%<br>TAXABLE CUSIP: 6303614J9 08-01-2043 BEO                   | 1,000,000.00     | 1,001,490.00    | 1,154,360.00  |
| NEW JERSEY ST TPK AUTH TRP REV 7.102%<br>TAXABLE SEDOL: B4WN3T4 01-01-2041 BEO                     | 200,000.00       | 272,906.00      | 256,092.00    |
| NEW JERSEY ST TPK AUTH TRP REV 7.414%<br>TAXABLE SEDOL: B3Y06H4 01-01-2040 BEO                     | 400,000.00       | 569,088.00      | 532,980.00    |
| NEW YORK N Y CITY MUN WTR FIN AUTH WTR &SWR SYS REV 5.75%<br>08-15-2041 BEO TAXABLE SEDOL: B57JZRG | 290,000.00       | 354,229.20      | 326,980.80    |
| NEW YORK N Y CITY MUN WTR FIN AUTH WTR &SWR SYS REV 5.952%<br>08-15-2042 REG SEDOL: B5P2Y10        | 400,000.00       | 411,400.00      | 462,848.00    |
| NEW YORK N Y TAXABLE-SER D-1-BUILD AMER BDS 5.985% DUE<br>12-01-2036 REG TAXABLE SEDOL: B546YZ1    | 300,000.00       | 365,451.00      | 336,525.00    |
| NEW YORK ST DORM AUTH ST PERS INCOME TAXREV 5 6% 03-15-2040<br>BEO TAXABLE SEDOL: B5999C7          | 200,000.00       | 235,078.00      | 223,880.00    |
| NY N Y TAXABLE-BUILD AMER BDS-F-1 6.271 DUE 12-01-2037<br>SEDOL: B58C128                           | 700,000.00       | 730,172.33      | 816,788.00    |
| OTC DERIVATIVE CASH COLL RECEIVABLE FROM CITIBANK<br>SEDOL: 9A2UJZ5J                               | 47,000.00        | 47,000.00       | 47,000.00     |
| OTC DERIVATIVE CASH COLL RECEIVABLE FROM GOLDMAN SACHS<br>SEDOL: 9A32GTU                           | 260,000.00       | 260,000.00      | 260,000.00    |
| OTC DERIVATIVE CASH COLL RECEIVABLE FROM MORGAN STANLEY<br>SEDOL: 9A32HKU                          | 260,000.00       | 260,000.00      | 260,000.00    |
| OTC DERIVATIVE CASH COLL RECEIVABLE FROM MUCREDIT SUISSE<br>SECURITIES SEDOL: 9B88NAU              | 40,000.00        | 40,000.00       | 40,000.00     |
| OTC DERIVATIVE CASH COLLATERAL RECEIVABLE FROM<br>GOLDMAN SACHS NEW YORK SEDOL: 9B3PJ3U            | 178,000.00       | 178,000.00      | 178,000.00    |
| PORT AUTH N Y & N J 4.458% 10-01-2062 BEO TAXABLE<br>SEDOL: B8FPQ82                                | 400,000.00       | 393,940.00      | 339,136.00    |
| PUT SWFTN USD CITIUS33 8M 5.2%/3MLIBOR European 317U960E0<br>07-28-2016 SEDOL: 9B5YKT1U            | -2,900,000.00    | -35,520.56      | -34,958.34    |
| PUT SWFTN USD CITIUS33 6M 5.2%/3MLIBOR European 317U961E9<br>07-28-2016 SEDOL: 9B5YKT2U            | 800,000.00       | 34,266.67       | 32,309.36     |
| PUT SWFTN USD DEUTG82L 6M 2.5%/6MLIBOR European 317U492D9<br>09-21-2015 SEDOL: 9B5AFGU             | -13,900,000.00   | -281,320.00     | -614,664.95   |
| PUT SWFTN USD DEUTG82L 6M 3.45%/3MLIBOR European 317U491D0<br>09-21-2015 SEDOL: 9B5AGDU            | 3,300,000.00     | 261,585.80      | 557,603.64    |

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Account Name FAMILY CODE FAM7755  
Account number 7755

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                                                                                      | Shares/Par Value | Historical Cost      | Current Value        |
|----------------------------------------------------------------------------------------------------------------------|------------------|----------------------|----------------------|
| <i>Other</i>                                                                                                         |                  |                      |                      |
| <b>United States - USD</b>                                                                                           |                  |                      |                      |
| PUT SWPTN USD GSCMUS33 6M 1.9%/3MLIBOR European 317U286F4<br>03-17-2014 SEDOL: 9C1SH0U                               | -1,400,000.00    | -5,922.00            | -11,021.64           |
| PUT SWPTN USD GSCMUS33 6M 1.9%/3MLIBOR European 317U286F4<br>03-17-2014 SEDOL: 9C1QESU                               | -1,800,000.00    | -8,100.00            | -14,170.68           |
| PUT SWPTN USD GSCMUS33 6M 1.9%/3MLIBOR European 317U286F4<br>03-17-2014 SEDOL: 9C1RKWU                               | -6,300,000.00    | -27,909.00           | -49,597.38           |
| PUT SWPTN USD GSCMUS33 6M 2.0%/3MLIBOR European 317U149F1<br>03-17-2014 SEDOL: 9C13BLU                               | -5,400,000.00    | -29,700.00           | -8,372.70            |
| PUT SWPTN USD GSCMUS33 6M 2.0%/3MLIBOR European 317U149F1<br>01-27-2014 SEDOL: 9C14JPU                               | -3,200,000.00    | -16,000.00           | -4,961.60            |
| PUT SWPTN USD GSCMUS33 6M 2.0%/3MLIBOR European 317U219F6<br>03-31-2014 SEDOL: 9C1QECU                               | -18,000,000.00   | -20,700.00           | -32,729.40           |
| PUT SWPTN USD GSCMUS33 6M 2.0%/3MLIBOR European 317U219F6<br>03-31-2014 SEDOL: 9C1RKYU                               | -23,900,000.00   | -24,951.60           | -43,457.37           |
| PUT SWPTN USD MSCUS33 6M 2.0%/3MLIBOR European 317U193F6<br>03-31-2014 SEDOL: 9C136MU                                | -40,100,000.00   | -105,262.50          | -72,913.83           |
| PUT SWPTN USD MSCUS33 6M 2.0%/3MLIBOR European 317U193F6<br>03-31-2014 SEDOL: 9C14JGU                                | -10,000,000.00   | -23,250.00           | -18,183.00           |
| PUT SWPTN USD MSCUS33 6M 3.9%/3MLIBOR European 317U410F3<br>05-18-2014 SEDOL: 9C31TAU                                | -5,000,000.00    | -26,125.00           | -21,359.50           |
| PUT SWPTN USD RBOSGB2RTCM 3.5 / LIBOR EUROPEAN 317U933E4<br>01-27-2014 SEDOL: 9B1FHPU                                | -500,000.00      | -4,625.00            | -272.20              |
| PUT SWPTN USD RBOSGB2RTCM 3.5 / LIBOR EUROPEAN 317U933E4<br>01-27-2014 SEDOL: 9B1DCYU                                | -1,100,000.00    | -12,045.00           | -598.84              |
| PUT SWPTN USD RBOSGB2RTCM 3.5 / LIBOR EUROPEAN 317U933E4<br>01-27-2014 SEDOL: 9B1ELPU                                | -600,000.00      | -6,600.00            | -326.64              |
| SANKATY HIGH INCOME, LP<br>UNIVERSITY CALIF REVS 4.858% 05-15-2112 BEO TAXABLE<br>CUSIP: 9917LL999<br>SEDOL: B7MQN7Z | 17,000,000.00    | 17,000,000.00        | 22,910,561.00        |
|                                                                                                                      | 900,000.00       | 900,000.00           | 778,662.00           |
| <b>Total United States - USD</b>                                                                                     |                  | <b>29,828,576.72</b> | <b>36,413,917.28</b> |
| CAD - Canadian dollar                                                                                                | 0.00             | 0.00                 | 0.00                 |
| CHF - Swiss franc                                                                                                    | 0.00             | 0.00                 | 0.00                 |
| EUR - Euro                                                                                                           | 0.00             | 0.00                 | 0.00                 |

\*\* All or a portion of this security participates in Securities Lending.

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## ◆ Schedule of Assets Held for Investment Purposes

| Security Description / Asset ID                 | Shares/Par Value | Historical Cost | Current Value  |
|-------------------------------------------------|------------------|-----------------|----------------|
| <i>Other</i>                                    |                  |                 |                |
| JPY - Japanese yen                              | 0.00             | 0.00            | 0.00           |
| NOK - Norwegian krone                           | 0.00             | 0.00            | 0.00           |
| Total - all currencies                          |                  | 0.00            | 0.00           |
| Total Other                                     |                  | 29,828,376.72   | 36,413,917.28  |
| <i>Other Liabilities</i>                        |                  |                 |                |
| <b>United States - USD</b>                      |                  |                 |                |
| OTC DERIVATIVE CASH COLL PAY FROM MORGANSTANLEY | -20,000.00       | -20,000.00      | -20,000.00     |
| OTC DERIVATIVE CASH COLL PAY TO CITIBANK        | -610,000.00      | -610,000.00     | -610,000.00    |
| Total United States - USD                       |                  | -630,000.00     | -630,000.00    |
| Pending trade purchases: United States dollar   | 0.00             | -90,158.00      | -90,158.00     |
| Total - all currencies                          |                  | -90,158.00      | -90,158.00     |
| Pending trade purchases: United States dollar   | 0.00             | -1,684,191.24   | -1,684,191.24  |
| Other Payables: United States dollar            | 0.00             | -27,184,498.02  | -27,184,498.02 |
| Total - all currencies                          |                  | -28,868,689.26  | -28,868,689.26 |
| Total Other Liabilities                         |                  | -29,588,847.26  | -29,588,847.26 |
| Total                                           |                  | 285,246,370.03  | 287,350,334.73 |

\*\* All or a portion of this security participates in Securities Lending.

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AKZONOBEL RETIREMENT PLAN

SCHEDULE H, LINE 4J, SCHEDULE OF REPORTABLE TRANSACTIONS

Plan 001

EIN 56-1349341

As of December 30, 2013

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See attached Trustee statements for detailed list of reportable transactions.

# 5500 Supplemental Schedules

1 JAN 13 - 31 DEC 13

Account number 7755  
Account Name FAMILY CODE FAM7755

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## ◆ 5% Report - Part A

### Single Transaction in Excess of 5%

| Security Description / Asset ID                                  | Shares/Par Value | Date      | Acquisition Price | Disposition Price | Lease Rental | Expenses Incurred | Cost           | Current Value on Transaction Date | Net Gain/Loss |
|------------------------------------------------------------------|------------------|-----------|-------------------|-------------------|--------------|-------------------|----------------|-----------------------------------|---------------|
| <b>Value of Interest in Common/Collective Trusts</b>             |                  |           |                   |                   |              |                   |                |                                   |               |
| <b>United States - USD</b>                                       |                  |           |                   |                   |              |                   |                |                                   |               |
| COLTV SHORT TERM INVT FD CUSIP: 195998AD1                        | 54,139,580.78    | 3 Jul 13  | 1.00              |                   |              | 0.00              | 54,139,580.78  | 54,139,580.78                     | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 195998AD1                        | 67,000,000.00    | 9 Dec 13  | 1.00              |                   |              | 0.00              | 67,000,000.00  | 67,000,000.00                     | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 195998AD1                        | 168,300,090.09   | 12 Dec 13 | 1.00              |                   |              | 0.00              | 168,300,090.09 | 168,300,090.09                    | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 195998AD1                        | 178,575,610.72   | 16 Dec 13 | 1.00              |                   |              | 0.00              | 178,575,610.72 | 178,575,610.72                    | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 195998AD1                        | -128,143,082.33  | 25 Sep 13 |                   | 1.00              |              | 0.00              | 128,143,082.33 | 128,143,082.33                    | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 195998AD1                        | -47,000,000.00   | 25 Nov 13 |                   | 1.00              |              | 0.00              | 47,000,000.00  | 47,000,000.00                     | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 195998AD1                        | -67,000,000.00   | 16 Dec 13 |                   | 1.00              |              | 0.00              | 67,000,000.00  | 67,000,000.00                     | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 195998AD1                        | -391,491,094.70  | 18 Dec 13 |                   | 1.00              |              | 0.00              | 391,491,094.70 | 391,491,094.70                    | 0.00          |
| MFB NT COLLECTIVE S&P 500 INDEX FUND - L ENDING CUSIP: 568991284 | -11,623.57       | 8 Dec 13  |                   | 5,966.65          |              | 0.00              | 31,099,232.33  | 67,000,000.00                     | 35,900,767.67 |

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 922,564,437.55

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Account Name FAMILY CODE FAM7755  
Account number 7755

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## ◆ 5% Report - Part B

### Series of Non-Security Transactions with Same Party in Excess of 5%

| Security Description / Asset ID                                                    | Shares/Par Value | Date      | Acquisition Price | Disposition Price | Lease Rental | Expenses Incurred | Cost          | Current Value on Transaction Date | Net Gain/Loss |
|------------------------------------------------------------------------------------|------------------|-----------|-------------------|-------------------|--------------|-------------------|---------------|-----------------------------------|---------------|
| <b>UBS AG STAMFORD BRANCH</b>                                                      |                  |           |                   |                   |              |                   |               |                                   |               |
| <b>Cash and Cash Equivalents</b>                                                   |                  |           |                   |                   |              |                   |               |                                   |               |
| <b>Australian dollar - AUD</b>                                                     |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / AUD<br>EX RATE 0.9156 WITH UBS AG STAMFORD | -218,436.00      | 10 Dec 13 |                   |                   |              | 0.00              | -200,000.00   | -195,620.37                       | 4,379.63      |
| <b>British pound sterling - GBP</b>                                                |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / GBP<br>EX RATE 1.642866 WITH UBS AG        | -2,069,566.66    | 10 Dec 13 |                   |                   |              | 0.00              | -3,400,000.00 | -3,368,840.52                     | 31,159.48     |
| <b>Canadian dollar - CAD</b>                                                       |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / CAD<br>EX RATE 0.9418537 WITH UBS AG       | -2,229,645.60    | 10 Dec 13 |                   |                   |              | 0.00              | -2,100,000.00 | -2,101,159.69                     | -1,159.69     |
| <b>Euro - EUR</b>                                                                  |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / EUR<br>EX RATE 1.376606 WITH UBS AG        | -6,755,745.65    | 10 Dec 13 |                   |                   |              | 0.00              | -9,300,000.00 | -9,275,976.53                     | 24,023.47     |
| <b>Hong Kong dollar - HKD</b>                                                      |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / HKD<br>EX RATE 0.1289693 WITH UBS AG       | -5,427,847.33    | 10 Dec 13 |                   |                   |              | 0.00              | -700,000.00   | -699,993.85                       | 6.15          |
| <b>Japanese yen - JPY</b>                                                          |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / JPY<br>EX RATE 0.0097249 WITH UBS AG       | -791,777,910.00  | 10 Dec 13 |                   |                   |              | 0.00              | -7,700,000.00 | -7,676,729.79                     | 23,270.21     |

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 922,564,437.55

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## ◆ 5% Report - Part B

### Series of Non-Security Transactions with Same Party in Excess of 5%

| Security Description / Asset ID                                                     | Shares/Par Value | Date      | Acquisition Price | Disposition Price | Lease Rental | Expenses Incurred | Cost          | Current Value on Transaction Date | Net Gain/Loss |
|-------------------------------------------------------------------------------------|------------------|-----------|-------------------|-------------------|--------------|-------------------|---------------|-----------------------------------|---------------|
| <b>UBS AG STAMFORD BRANCH</b>                                                       |                  |           |                   |                   |              |                   |               |                                   |               |
| <b>Singapore dollar - SGD</b>                                                       |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / SGD<br>EX.RATE 0.8007784 WITH UBS AG        | -499,514.00      | 10 Dec 13 |                   |                   |              | 0.00              | -400,000.00   | -397,749.73                       | 2,250.27      |
| <b>South African rand - ZAR</b>                                                     |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / ZAR<br>EX.RATE 0.09642 WITH UBS AG STAMFORD | -4,148,518.40    | 10 Dec 13 |                   |                   |              | 0.00              | -400,000.00   | -401,428.09                       | -1,428.09     |
| <b>Swedish krona - SEK</b>                                                          |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / SEK<br>EX.RATE 0.1531164 WITH UBS AG        | -3,918,587.40    | 10 Dec 13 |                   |                   |              | 0.00              | -600,000.00   | -595,118.43                       | 4,881.52      |
| <b>Swiss franc - CHF</b>                                                            |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / CHF<br>EX.RATE 1.1289193 WITH UBS AG        | -3,480,782.50    | 10 Dec 13 |                   |                   |              | 0.00              | -3,900,000.00 | -3,885,223.13                     | 14,776.87     |
| <b>Turkish lira - TRY</b>                                                           |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / TRY<br>EX.RATE 0.4927895 WITH UBS AG        | -405,852.80      | 10 Dec 13 |                   |                   |              | 0.00              | -200,000.00   | -199,167.12                       | 832.88        |
| <b>United States dollar - USD</b>                                                   |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / AUD<br>EX.RATE 0.9196 WITH UBS AG STAMFORD  | 200,000.00       | 10 Dec 13 |                   |                   |              | 0.00              | 200,000.00    | 200,000.00                        | 0.00          |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / CAD<br>EX.RATE 0.9418537 WITH UBS AG        | 2,100,000.00     | 10 Dec 13 |                   |                   |              | 0.00              | 2,100,000.00  | 2,100,000.00                      | 0.00          |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / CHF<br>EX.RATE 1.1289193 WITH UBS AG        | 3,900,000.00     | 10 Dec 13 |                   |                   |              | 0.00              | 3,950,000.00  | 3,900,000.00                      | 0.00          |

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 922,564,437.55

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## ◆ 5% Report - Part B

### Series of Non-Security Transactions with Same Party in Excess of 5%

| Security Description / Asset ID                                                     | Shares/Par Value | Date      | Acquisition Price | Disposition Price | Lease Rental | Expenses Incurred | Cost           | Current Value on Transaction Date | Net Gain/Loss     |
|-------------------------------------------------------------------------------------|------------------|-----------|-------------------|-------------------|--------------|-------------------|----------------|-----------------------------------|-------------------|
| <b>UBS AG STAMFORD BRANCH</b>                                                       |                  |           |                   |                   |              |                   |                |                                   |                   |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / EUR<br>EX RATE 1.376606 WITH UBS AG         | 9,300,000.00     | 10 Dec 13 |                   |                   |              | 0.00              | 9,300,000.00   | 9,300,000.00                      | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / GBP<br>EX RATE 1.642855 WITH UBS AG         | 3,400,000.00     | 10 Dec 13 |                   |                   |              | 0.00              | 3,400,000.00   | 3,400,000.00                      | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / HKD<br>EX RATE 0.1289693 WITH UBS AG        | 700,000.00       | 10 Dec 13 |                   |                   |              | 0.00              | 700,000.00     | 700,000.00                        | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / JPY<br>EX RATE 0.0097249 WITH UBS AG        | 7,700,000.00     | 10 Dec 13 |                   |                   |              | 0.00              | 7,700,000.00   | 7,700,000.00                      | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / SEK<br>EX RATE 0.1531184 WITH UBS AG        | 600,000.00       | 10 Dec 13 |                   |                   |              | 0.00              | 600,000.00     | 600,000.00                        | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / SGD<br>EX RATE 0.8007784 WITH UBS AG        | 400,000.00       | 10 Dec 13 |                   |                   |              | 0.00              | 400,000.00     | 400,000.00                        | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / TRY<br>EX RATE 0.4927895 WITH UBS AG        | 200,000.00       | 10 Dec 13 |                   |                   |              | 0.00              | 200,000.00     | 200,000.00                        | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / ZAR<br>EX RATE 0.09642 WITH UBS AG STAMFORD | 400,000.00       | 10 Dec 13 |                   |                   |              | 0.00              | 400,000.00     | 400,000.00                        | 0.00              |
| <b>Total UBS AG STAMFORD BRANCH</b>                                                 |                  |           |                   |                   |              |                   | <b>.000.00</b> | <b>102,992.70</b>                 | <b>102,992.70</b> |

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 922,564,437.55

Northern Trust

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## 1 JAN 13 - 31 DEC 13

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## Series of Transactions by Issue in Excess of 5%

| Security Description / Asset ID                                   | Number of Transactions | Transaction Aggregate Acquisition Price | Lease Rental | Expenses Incurred | Cost of Asset    | Current Value of Asset on Transaction |
|-------------------------------------------------------------------|------------------------|-----------------------------------------|--------------|-------------------|------------------|---------------------------------------|
| COLTV SHORT TERM INVT FD CUSIP: 195998AD1                         | Total acquisitions     | 1,023,829,986.51                        |              | 0.00              | 1,023,829,986.51 | 1,023,829,986.51                      |
|                                                                   | Total dispositions     |                                         |              | 0.00              | 1,017,526,241.27 | 1,017,526,241.27                      |
|                                                                   | Total dispositions     |                                         |              | 0.00              | 45,218,150.24    | 94,000,000.00                         |
| MFB INT COLLECTIVE S&P 500 INDEX FUND - L ENDING CUSIP: 658991294 | 5                      | 94,000,000.00                           |              |                   |                  |                                       |
| MFO PIMCO SHORT TERM FLOATING NAV PORT CUSIP: 72201P613           | Total acquisitions     | 71,719,123.20                           |              | 0.00              | 71,719,123.20    | 71,719,123.20                         |
|                                                                   | Total dispositions     |                                         |              | 0.00              | 47,898,669.50    | 47,898,669.50                         |
|                                                                   | Total acquisitions     | 31,557,909.03                           |              | 0.00              | 31,657,909.03    | 31,557,909.03                         |
| UNITED STATES TREAS BDS BID 02-15-2043 REG SEDOL: B89T300         | 22                     | 31,503,985.38                           |              | 0.00              | 31,657,909.03    | 31,503,985.38                         |

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 922,564,437.55

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# 5500 Supplemental Schedules

1 JAN 13 - 31 DEC 13

Account Name FAMILY CODE FAM7755  
Account number 7755

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## ◆ 5% Report - Part D

### Series of Transactions with Same Party in Excess of 5%

| Security Description / Asset ID | Shares/Par Value | Date | Acquisition Price | Disposition Price | Lease Rental | Expenses Incurred | Cost | Current Value on Transaction Date | Net Gain/Loss |
|---------------------------------|------------------|------|-------------------|-------------------|--------------|-------------------|------|-----------------------------------|---------------|
|---------------------------------|------------------|------|-------------------|-------------------|--------------|-------------------|------|-----------------------------------|---------------|

THERE ARE NO REPORTABLE TRANSACTIONS

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 922,564,437.55

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AKZONOBEL RETIREMENT PLAN

SCHEDULE H, LINE 4J, SCHEDULE OF REPORTABLE TRANSACTIONS

Plan 001

EIN 56-1349341

As of December 30, 2013

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See attached Trustee statements for detailed list of reportable transactions.

# 5500 Supplemental Schedules

1 JAN 13 - 31 DEC 13

Account number 7755  
Account Name FAMILY CODE FAW7755

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## ◆ 5% Report - Part A

### Single Transaction in Excess of 5%

| Security Description / Asset ID                                  | Shares/Par Value | Date      | Acquisition Price | Disposition Price | Lease Rental | Expenses Incurred | Cost           | Current Value on Transaction Date | Net Gain/Loss |
|------------------------------------------------------------------|------------------|-----------|-------------------|-------------------|--------------|-------------------|----------------|-----------------------------------|---------------|
| <b>Value of Interest in Common/Collective Trusts</b>             |                  |           |                   |                   |              |                   |                |                                   |               |
| <b>United States - USD</b>                                       |                  |           |                   |                   |              |                   |                |                                   |               |
| COLTV SHORT TERM INVT FD CUSIP: 1955998AD1                       | 54,139,580.78    | 3 Jul 13  | 1.00              |                   |              | 0.00              | 54,139,580.78  | 54,139,580.78                     | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 1955998AD1                       | 67,000,000.00    | 9 Dec 13  | 1.00              |                   |              | 0.00              | 67,000,000.00  | 67,000,000.00                     | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 1955998AD1                       | 168,300,090.09   | 12 Dec 13 | 1.00              |                   |              | 0.00              | 168,300,090.09 | 168,300,090.09                    | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 1955998AD1                       | 178,575,610.72   | 16 Dec 13 | 1.00              |                   |              | 0.00              | 178,575,610.72 | 178,575,610.72                    | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 1955998AD1                       | -128,143,082.33  | 25 Sep 13 |                   | 1.00              |              | 0.00              | 128,143,082.33 | 128,143,082.33                    | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 1955998AD1                       | -47,000,000.00   | 25 Nov 13 |                   | 1.00              |              | 0.00              | 47,000,000.00  | 47,000,000.00                     | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 1955998AD1                       | -67,000,000.00   | 16 Dec 13 |                   | 1.00              |              | 0.00              | 67,000,000.00  | 67,000,000.00                     | 0.00          |
| COLTV SHORT TERM INVT FD CUSIP: 1955998AD1                       | -391,491,094.70  | 18 Dec 13 |                   | 1.00              |              | 0.00              | 391,491,094.70 | 391,491,094.70                    | 0.00          |
| MFB NT COLLECTIVE S&P 500 INDEX FUND - L ENDING CUSIP: 568991294 | -11,823.57       | 6 Dec 13  |                   | 5,866.55          |              | 0.00              | 31,090,232.33  | 67,000,000.00                     | 35,900,767.67 |

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 922,564,437.55

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# 5500 Supplemental Schedules

1 JAN 13 - 31 DEC 13

Account Name FAMILY CODE FAM7755  
Account number 7755

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## ◆ 5% Report - Part B

### Series of Non-Security Transactions with Same Party in Excess of 5%

| Security Description / Asset ID                                                    | Shares/Par Value | Date      | Acquisition Price | Disposition Price | Lease Rental | Expenses Incurred | Cost          | Current Value on Transaction Date | Net Gain/Loss |
|------------------------------------------------------------------------------------|------------------|-----------|-------------------|-------------------|--------------|-------------------|---------------|-----------------------------------|---------------|
| <b>UBS AG STAMFORD BRANCH</b>                                                      |                  |           |                   |                   |              |                   |               |                                   |               |
| <b>Cash and Cash Equivalents</b>                                                   |                  |           |                   |                   |              |                   |               |                                   |               |
| <b>Australian dollar - AUD</b>                                                     |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / AUD<br>EX RATE 0.9156 WITH UBS AG STAMFORD | -216,436.00      | 10 Dec 13 |                   |                   |              | 0.00              | -200,000.00   | -195,620.37                       | 4,379.63      |
| <b>British pound sterling - GBP</b>                                                |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / GBP<br>EX RATE 1.642866 WITH UBS AG        | -2,069,566.66    | 10 Dec 13 |                   |                   |              | 0.00              | -3,400,000.00 | -3,368,840.52                     | 31,159.48     |
| <b>Canadian dollar - CAD</b>                                                       |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / CAD<br>EX RATE 0.9418537 WITH UBS AG       | -2,229,645.60    | 10 Dec 13 |                   |                   |              | 0.00              | -2,100,000.00 | -2,101,159.69                     | -1,159.69     |
| <b>Euro - EUR</b>                                                                  |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / EUR<br>EX RATE 1.376606 WITH UBS AG        | -6,755,745.65    | 10 Dec 13 |                   |                   |              | 0.00              | -9,300,000.00 | -9,275,976.53                     | 24,023.47     |
| <b>Hong Kong dollar - HKD</b>                                                      |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / HKD<br>EX RATE 0.1289693 WITH UBS AG       | -5,427,647.33    | 10 Dec 13 |                   |                   |              | 0.00              | -700,000.00   | -699,993.85                       | 6.15          |
| <b>Japanese yen - JPY</b>                                                          |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / JPY<br>EX RATE 0.0097249 WITH UBS AG       | -791,777,910.00  | 10 Dec 13 |                   |                   |              | 0.00              | -7,700,000.00 | -7,676,729.79                     | 23,270.21     |

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 922,564,437.55

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# 5500 Supplemental Schedules

1 JAN 13 - 31 DEC 13

Account Name FAMILY CODE FAM7755  
Account number 7755

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## ◆ 5% Report - Part B

### Series of Non-Security Transactions with Same Party in Excess of 5%

| Security Description / Asset ID                                                     | Shares/Par Value | Date      | Acquisition Price | Disposition Price | Lease Rental | Expenses Incurred | Cost          | Current Value on Transaction Date | Net Gain/Loss |
|-------------------------------------------------------------------------------------|------------------|-----------|-------------------|-------------------|--------------|-------------------|---------------|-----------------------------------|---------------|
| <b>UBS AG STAMFORD BRANCH</b>                                                       |                  |           |                   |                   |              |                   |               |                                   |               |
| <b>Singapore dollar - SGD</b>                                                       |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / SGD<br>EX.RATE 0.8007784 WITH UBS AG        | -499,514.00      | 10 Dec 13 |                   |                   |              | 0.00              | -400,000.00   | -397,749.73                       | 2,250.27      |
| <b>South African rand - ZAR</b>                                                     |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / ZAR<br>EX.RATE 0.09642 WITH UBS AG STAMFORD | -4,148,518.40    | 10 Dec 13 |                   |                   |              | 0.00              | -400,000.00   | -401,428.09                       | -1,428.09     |
| <b>Swedish krona - SEK</b>                                                          |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / SEK<br>EX.RATE 0.1531164 WITH UBS AG        | -3,918,587.40    | 10 Dec 13 |                   |                   |              | 0.00              | -600,000.00   | -595,118.48                       | 4,881.52      |
| <b>Swiss franc - CHF</b>                                                            |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / CHF<br>EX.RATE 1.1269193 WITH UBS AG        | -3,460,762.50    | 10 Dec 13 |                   |                   |              | 0.00              | -3,900,000.00 | -3,885,223.13                     | 14,776.87     |
| <b>Turkish lira - TRY</b>                                                           |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / TRY<br>EX.RATE 0.4927895 WITH UBS AG        | -405,852.80      | 10 Dec 13 |                   |                   |              | 0.00              | -200,000.00   | -199,167.12                       | 932.88        |
| <b>United States dollar - USD</b>                                                   |                  |           |                   |                   |              |                   |               |                                   |               |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / AUD<br>EX.RATE 0.9156 WITH UBS AG STAMFORD  | 200,000.00       | 10 Dec 13 |                   |                   |              | 0.00              | 200,000.00    | 200,000.00                        | 0.00          |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / CAD<br>EX.RATE 0.9418537 WITH UBS AG        | 2,100,000.00     | 10 Dec 13 |                   |                   |              | 0.00              | 2,100,000.00  | 2,100,000.00                      | 0.00          |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / CHF<br>EX.RATE 1.1269193 WITH UBS AG        | 3,900,000.00     | 10 Dec 13 |                   |                   |              | 0.00              | 3,900,000.00  | 3,900,000.00                      | 0.00          |

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 922,564,437.55

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# 5500 Supplemental Schedules

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Account Name FAMILY CODE FAM7755  
Account number 7755

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## ◆ 5% Report - Part B

### Series of Non-Security Transactions with Same Party in Excess of 5%

| Security Description / Asset ID                                                     | Shares/Par Value | Date      | Acquisition Price | Disposition Price | Lease Rental | Expenses Incurred | Cost           | Current Value on Transaction Date | Net Gain/Loss     |
|-------------------------------------------------------------------------------------|------------------|-----------|-------------------|-------------------|--------------|-------------------|----------------|-----------------------------------|-------------------|
| <b>UBS AG STAMFORD BRANCH</b>                                                       |                  |           |                   |                   |              |                   |                |                                   |                   |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / EUR<br>EX RATE 1.376605 WITH UBS AG         | 9,300,000.00     | 10 Dec 13 |                   |                   |              | 0.00              | 9,300,000.00   | 9,300,000.00                      | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / GBP<br>EX RATE 1.842855 WITH UBS AG         | 3,400,000.00     | 10 Dec 13 |                   |                   |              | 0.00              | 3,400,000.00   | 3,400,000.00                      | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / HKD<br>EX RATE 0.1289693 WITH UBS AG        | 700,000.00       | 10 Dec 13 |                   |                   |              | 0.00              | 700,000.00     | 700,000.00                        | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / JPY<br>EX RATE 0.0097249 WITH UBS AG        | 7,700,000.00     | 10 Dec 13 |                   |                   |              | 0.00              | 7,700,000.00   | 7,700,000.00                      | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / SEK<br>EX RATE 0.1531184 WITH UBS AG        | 600,000.00       | 10 Dec 13 |                   |                   |              | 0.00              | 600,000.00     | 600,000.00                        | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / SGD<br>EX RATE 0.8007784 WITH UBS AG        | 400,000.00       | 10 Dec 13 |                   |                   |              | 0.00              | 400,000.00     | 400,000.00                        | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / TRY<br>EX RATE 0.4927895 WITH UBS AG        | 200,000.00       | 10 Dec 13 |                   |                   |              | 0.00              | 200,000.00     | 200,000.00                        | 0.00              |
| FX DEAL TRANSACTED ON 10 DEC 2013 USD / ZAR<br>EX RATE 0.09642 WITH UBS AG STAMFORD | 400,000.00       | 10 Dec 13 |                   |                   |              | 0.00              | 400,000.00     | 400,000.00                        | 0.00              |
| <b>Total UBS AG STAMFORD BRANCH</b>                                                 |                  |           |                   |                   |              |                   | <b>.000.00</b> | <b>102,992.70</b>                 | <b>102,992.70</b> |

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 922,564,437.55

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# 5500 Supplemental Schedules

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Account Name FAMILY CODE FAM7755  
Account Number 7755

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## ◆ 5% Report - Part C Summary

### Series of Transactions by Issue in Excess of 5%

| Security Description / Asset ID                                     | Number of Transactions | Transaction Aggregate Acquisition Price | Lease Rental | Expenses Incurred | Cost of Asset    | Current Value of Asset on Transaction |
|---------------------------------------------------------------------|------------------------|-----------------------------------------|--------------|-------------------|------------------|---------------------------------------|
| COLTV SHORT TERM INVT FD CUSIP: 195998AD1                           | 211                    | 1,023,829,986.51                        |              | 0.00              | 1,023,829,986.51 | 1,023,829,986.51                      |
| Total acquisitions                                                  |                        |                                         |              |                   |                  |                                       |
| Total dispositions                                                  | 177                    | 1,017,526,241.27                        |              | 0.00              | 1,017,526,241.27 | 1,017,526,241.27                      |
| MFB NT COLLECTIVE S&P 500 INDEX FUND - L ENDING CUSIP: 858991294    | 5                      | 94,000,000.00                           |              | 0.00              | 45,218,150.24    | 94,000,000.00                         |
| Total acquisitions                                                  | 101                    | 71,719,123.20                           |              | 0.00              | 71,719,123.20    | 71,719,123.20                         |
| MFO PIMCO SHORT TERM FLOATING NAV PORT CUSIP: 77201P613             | 35                     |                                         |              | 0.00              | 47,898,669.50    | 47,900,000.00                         |
| Total acquisitions                                                  | 54                     | 31,657,909.03                           |              | 0.00              | 31,657,909.03    | 31,657,909.03                         |
| UNITED STATES TREAS BDS 5D 3.125% DUE 02-15-2043 REG SEDOL: 8891300 | 22                     | 31,503,985.38                           |              | 0.00              | 31,657,909.03    | 31,503,985.38                         |
| Total dispositions                                                  |                        |                                         |              |                   |                  |                                       |

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 922,564,437.55

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Account Name FAMILY CODE FAM7755  
Account number 7755

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## ◆ 5% Report - Part D

### Series of Transactions with Same Party in Excess of 5%

| Security Description / Asset ID | Shares/Par Value | Date | Acquisition Price | Disposition Price | Lease Rental | Expenses Incurred | Cost | Current Value on Transaction Date | Net Gain/Loss |
|---------------------------------|------------------|------|-------------------|-------------------|--------------|-------------------|------|-----------------------------------|---------------|
|---------------------------------|------------------|------|-------------------|-------------------|--------------|-------------------|------|-----------------------------------|---------------|

THERE ARE NO REPORTABLE TRANSACTIONS

NOTE: TRANSACTIONS ARE BASED ON THE 2012-12-31 VALUE (INCLUDING ACCRUALS) OF 922,564,437.55

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|                            |                           |             |            |
|----------------------------|---------------------------|-------------|------------|
| <b>Plan Name</b>           | AkzoNobel Retirement Plan | <b>EIN:</b> | 56-1349341 |
| <b>Plan Sponsor's Name</b> | Akzo Nobel, Inc.          | <b>PN:</b>  | 001        |

[illegible]

|                            |                                  |
|----------------------------|----------------------------------|
| <b>Plan Name</b>           | <u>AkzoNobel Retirement Plan</u> |
| <b>Plan Sponsor's Name</b> | <u>Akzo Nobel, Inc.</u>          |

[illegible]

**Schedule SB, line 32 - Schedule of Amortization Bases**

PN: 001

[illegible]