

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

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>AKZONOBEL RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>076</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/01/1984</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>56-1349341</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>312-544-7000</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>325100</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>076</u>	1c Effective date of plan <u>09/01/1984</u>		2b Employer Identification Number (EIN) <u>56-1349341</u>		2c Sponsor's telephone number <u>312-544-7000</u>		2d Business code (see instructions) <u>325100</u>	
1b Three-digit plan number (PN) ▶	<u>076</u>										
1c Effective date of plan <u>09/01/1984</u>											
2b Employer Identification Number (EIN) <u>56-1349341</u>											
2c Sponsor's telephone number <u>312-544-7000</u>											
2d Business code (see instructions) <u>325100</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AKZONOBEL, INC.</u> <u>AKZONOBEL HR SHARED SERVICES</u> <u>525 WEST VAN BUREN ST</u> <u>CHICAGO, IL 60607</u>											

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/15/2014</u>	<u>YVETTE WILLIGER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 10946
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants		6a 4206
b Retired or separated participants receiving benefits		6b 342
c Other retired or separated participants entitled to future benefits.....		6c 4343
d Subtotal. Add lines 6a , 6b , and 6c		6d 8891
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 34
f Total. Add lines 6d and 6e		6f 8925
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 8851
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 193
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan <u>AKZONOBEL RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>076</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AKZONOBEL, INC.</u>	D Employer Identification Number (EIN) <u>56-1349341</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

04-2647786

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

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

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

FINANCIAL ENGINES

77-0473565

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	877134	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 64 65 71	NONE	637014	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

THOMPSON AND HINE LLP

34-0575300

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	6780	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

GRANT THORNTON LLP

36-6055558

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	25958	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON INVESTMENT SERVICES

52-1868818

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 70 15 50	NONE	90020	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
50 26	NONE	8919	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation: CHANGE IN PLAN AUDITORS DUE TO PRICING

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan AKZONOBEL RETIREMENT SAVINGS PLAN				B Three-digit plan number (PN) ▶ 076	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 AKZONOBEL, INC.				D Employer Identification Number (EIN) 56-1349341	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: AKZONOBEL, INC. SAVINGS PLAN MASTER					
b Name of sponsor of entity listed in (a): AKZO NOBEL, INC.					
c EIN-PN 04-3500520-001		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1219799438	
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)	

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

Schedule D (Form 5500) 2013 v. 130118

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan AKZONOBEL RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	076
C Plan sponsor's name as shown on line 2a of Form 5500 AKZONOBEL, INC.	D Employer Identification Number (EIN) 56-1349341	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	3365904	918366
(2) Participant contributions.....	1b(2)	1059592	0
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	27351652	21812862
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	1221082501	1219799438
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1252859649	1242530666

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1252859649	1242530666
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	38275550	
(B) Participants	2a(1)(B)	32378877	
(C) Others (including rollovers)	2a(1)(C)	7842204	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		78496631
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1088432	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1088432
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		140464125
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		220049188

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	229132045	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		229132045
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		62033
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	140010	
(2) Contract administrator fees	2i(2)	637014	
(3) Investment advisory and management fees	2i(3)	877134	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1654158
j Total expenses. Add all expense amounts in column (b) and enter total	2j		230848236

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-10799048
l Transfers of assets:			
(1) To this plan	2l(1)		470065
(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
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

<div>A Name of plan AKZONOBEL RETIREMENT SAVINGS PLAN</div>	<div>B Three-digit plan number (PN) ▶</div> <div>076</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 AKZONOBEL, INC.</div>	<div>D Employer Identification Number (EIN) 56-1349341</div>

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

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

1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.			
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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INDEPENDENT AUDITORS' REPORT

Savings Plan Committee
AkzoNobel Retirement Savings Plan
Chicago, Illinois

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

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, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the 2013 financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certification from the Trustee, as of and for the year ended December 31, 2013, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2013 financial statements. Accordingly, we do not express an opinion on these financial statements.

Other Matter - Supplementary Information

The supplemental schedule, Schedule H, Line 4(i), Schedule of Assets (Held at End of Year) as of December 31, 2013, is presented for purposes of additional analysis is not a required part of the financial statements, but is supplementary information required by the DOL Rules and Regulations for Reporting and Disclosure under the ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Other Matter - 2012 Financial Statements

The financial statements of the plan as of December 31, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed 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 DOL 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 2013 financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
October 15, 2014

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information		
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	▶ ☐	
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)	

Part II Basic Plan Information—enter all requested information	
1a Name of plan AkzoNobel Retirement Savings Plan 2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) AkzoNobel, Inc. AkzoNobel HR Shared Services 525 West Van Buren St Chicago IL 60607	1b Three-digit plan number (PN) ▶ 076 1c Effective date of plan 09/01/1984 2b Employer Identification Number (EIN) 56-1349341 2c Sponsor's telephone number (312) 544-7000 2d Business code (see instructions) 325100

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

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

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 10,946
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).	
a Active participants.....	6a 4,206
b Retired or separated participants receiving benefits.....	6b 342
c Other retired or separated participants entitled to future benefits.....	6c 4,343
d Subtotal. Add lines 6a, 6b, and 6c.	6d 8,891
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 34
f Total. Add lines 6d and 6e.	6f 8,925
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 8,851
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 193
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 2E 2F 2G 2J 2K 2S 2T 3F 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

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

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information - Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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AKZONOBEL RETIREMENT SAVINGS PLAN

Chicago, Illinois

FINANCIAL STATEMENTS

Including Independent Auditors' Report

As of December 31, 2013 and 2012
and for the Year Ended December 31, 2013

AKZONOBEL RETIREMENT SAVINGS PLAN

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Supplemental Information

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to AkzoNobel Retirement Savings Plan.



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INDEPENDENT AUDITORS' REPORT

Savings Plan Committee
AkzoNobel Retirement Savings Plan
Chicago, Illinois

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

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, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 4, which was certified by Fidelity Management Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the 2013 financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certification from the Trustee, as of and for the year ended December 31, 2013, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2013 financial statements. Accordingly, we do not express an opinion on these financial statements.

Other Matter - Supplementary Information

The supplemental schedule, Schedule H, Line 4(i), Schedule of Assets (Held at End of Year) as of December 31, 2013, is presented for purposes of additional analysis is not a required part of the financial statements, but is supplementary information required by the DOL Rules and Regulations for Reporting and Disclosure under the ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Other Matter - 2012 Financial Statements

The financial statements of the plan as of December 31, 2012, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed 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 DOL 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 2013 financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Baker Tilly Virchow Krause, LLP

Chicago, Illinois
October 15, 2014

AKZONOBEL RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS As of December 31, 2013 and 2012

ASSETS		
	<u>2013</u>	<u>2012</u>
Investments, at fair value		
Plan interest in Akzo Nobel, Inc. Savings Plan Master Trust	\$ 1,219,799,438	\$ 1,221,082,501
Receivables		
Participant contributions	-	1,059,592
Company contributions	918,366	3,365,904
Notes receivable from participants	<u>21,812,862</u>	<u>27,351,652</u>
Total Receivables	<u>22,731,228</u>	<u>31,777,148</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	<u>\$ 1,242,530,666</u>	<u>\$ 1,252,859,649</u>
Adjustment from fair value to contract value for interest in Master Trust Relating to fully benefit-responsive investment contracts	<u>(4,530,434)</u>	<u>(12,918,372)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 1,238,000,232</u>	<u>\$ 1,239,941,277</u>

See accompanying notes to financial statements.

AKZONOBEL RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS For the Year Ended December 31, 2013

ADDITIONS

Additions to net assets attributed to:

Plan interest income from AkzoNobel, Inc. Savings Plan Master Trust	\$ 148,852,063
Interest income on notes receivable from participants	<u>1,088,432</u>
Total	<u>149,940,495</u>

Contributions

Participant	32,378,877
Company	38,275,550
Rollovers	<u>7,842,204</u>
Total Contributions	<u>78,496,631</u>

Total Additions 228,437,126

DEDUCTIONS

Deductions from net assets attributed to:

Benefits paid to participants	229,194,078
Administrative expenses	<u>1,654,158</u>

Total Deductions 230,848,236

Decrease before transfers (2,411,110)

Fund transfers in (out) 470,065

Net decrease (1,941,045)

NET ASSETS AVAILABLE FOR BENEFITS - Beginning of Year 1,239,941,277

NET ASSETS AVAILABLE FOR BENEFITS - End of Year \$ 1,238,000,232

See accompanying notes to financial statements.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 1 - Description of the Plan

The following description of the AkzoNobel Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering salaried and nonunion hourly paid employees of Akzo Nobel, Inc. (the "Company"), the plan sponsor. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Effective March 21, 2013, the Plan was amended in anticipation of the sale of AkzoNobel Paints LLC to PPG Industries, Inc. As of the date of the sales, AkzoNobel Paints LLC will no longer be an employer participating in the Plan. In addition, all participants employed by AkzoNobel Paints LLC at the date of the sale were terminated and fully vested.

Contributions

Each year, participants may contribute up to 25% of pretax annual compensation and up to 6% of after-tax eligible compensation, as defined in the Plan. Participants, who are age 50 or older during the calendar year, can also contribute on a catch-up basis from 1% to 75% of eligible compensation. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. New employees have 60 days from their date of hire to make an election regarding deferment of eligible compensation. If no such election is made, the employee will be deemed to have elected to defer 3% of his or her eligible compensation, until such election is modified or revoked. This assumption of deferral is facilitated through the Plan's automatic enrollment feature. Participants may elect to opt out of deferring compensation by revoking the automatic enrollment option on the Fidelity Management Trust Company ("Fidelity") website. The Company makes matching and service-based contributions based on the elective contributions made by the participants or based on participant compensation, as defined by Plan provisions. Contributions are subject to limitations.

Participant Accounts

Each participant's account is credited with the participant's contributions and Company contribution, if any and allocation of Plan earnings, and charged with administrative expenses. Allocations are based on account balances or compensation, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account

Vesting

Participants are vested in their contributions plus actual earnings thereon. Company contributions are vested based on Plan provisions.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 1 - Description of the Plan (cont.)

Forfeited Accounts

Forfeitures may be used to reduce Company contributions, pay Plan expenses or be reallocated to certain participants as defined by the Plan document. At December 31, 2013 and 2012, forfeited nonvested accounts totaled approximately \$179,000 and \$248,000, respectively. These accounts will be used to reduce future company contributions. During 2013, approximately \$584,000 and \$0 in forfeitures were used to reduce Company contributions and pay Plan expenses, respectively.

Notes Receivable From Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of 50% of their account, excluding certain Company contributions (if applicable) as defined by Plan provisions, or 50%, reduced by their highest outstanding loan balance in the preceding 12 months and certain Company contributions (if applicable) as defined by Plan provisions. The loans are secured by the balance in the participant's account. The loans bear interest at the prime rate based on Reuters Prime Rate on the first business day of the month in which a participant loan becomes effective, plus 1% as defined by the Plan. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

On termination of service including due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in their account, or periodic partial distributions, as defined by the Plan document.

Fund Transfers

During 2013, certain assets related to participant transfers between the Plan and other plans sponsored by the Company have been transferred into and out of the Plan due to participant job transfers and business unit divestitures.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 2 - Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. The fair value of the Plan's interest in the Akzo Nobel, Inc. Savings Plan Master Trust (the Master Trust) is based on the specific interest that each Plan has in the underlying participant-directed investment options. 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 in the Master Trust. See Note 5 for discussion of fair value measurements.

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. Investment income and losses relating to the Master Trust are allocated to individual plans based upon the underlying assets invested by each Plan.

Fixed Income Fund

At December 31, 2013 and 2012, the Plan invested in AkzoNobel Fixed Income Fund (the "Fund") through the Master Trust. The Fund was managed by Galliard Capital Management (the "Fund Manager") and principally invested in synthetic guaranteed investment contracts ("GICs") and GICs. The underlying investments associated with the synthetic GICs are held within Wells Fargo-managed fixed income funds. The Fund is stated at contract value as all contracts (both synthetic GICs and GICs) within the Fund are considered benefit responsive. Contract value represents contributions made under the contract, plus interest accrue at the contract rate, less any withdrawals. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment in the Master Trust as well as the adjustment of the investment in the Master Trust from fair value to contract value relating to the underlying investments of the Fund. The statement of changes in net assets available for benefits is prepared on a contract-value basis.

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

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

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and benefit payments are charged directly to the participant's account and are included in administrative expenses. Certain investment related expenses are included in net appreciation of fair value of investments. Effective April 2, 2012, participants will be charged \$65 per year for certain Plan administration and recordkeeping expenses.

NOTE 3 - Plan's Interest in Master Trust

The Plan's assets are in the Master Trust, which was established for the investment of assets of the Plan and other Company-sponsored retirement plans. Each participating retirement Plan has an interest in the Master Trust. The assets of the Master Trust are held by the Trustee. At December 31, 2013 and 2012, the Plan's interest in the net assets of the Master Trust was approximately 96% and 97%, respectively. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon the underlying assets of each plan unless fees are directly related to the Plan.

The Plan's interest in the net assets of the Master Trust is included in the accompanying statements of assets available for benefits. A summary of the net assets of the Master Trust as of December 31, 2013 and 2012, is as follows:

	2013	2012
Net Assets of Master Trust, at fair value		
Shares of registered investment companies	\$ 428,967,615	\$ 352,889,250
Money market fund	28,125,334	28,017,796
AkzoNobel fixed income fund	292,119,326	342,367,781
Units of common/collective trusts	<u>515,750,528</u>	<u>539,465,311</u>
	1,264,962,803	1,262,740,138
Adjustments from fair value to contract value for interest in Master Trust relating to fully benefit-responsive investment contracts	<u>(4,713,943)</u>	<u>(13,488,124)</u>
Net Assets of Master Trust	<u>\$ 1,260,248,860</u>	<u>\$ 1,249,252,014</u>

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 3 - Plan's Interest in Master Trust (cont.)

The following presents master trust investments that represent 5 percent or more of the Plan's net assets for December 31, 2013 and 2012:

Investments	<u>2013</u>	<u>2012</u>
AkzoNobel Fixed Income Fund	\$ 292,119,326	\$ 342,367,781
Shares of registered investment companies:		
Vanguard Institutional Index Fund	171,942,058	136,684,385
Spartan Extended Market Index Fund	80,557,811	52,379,248 *
Spartan International Index Fund	82,586,328	69,193,349
Vanguard Total Bond Market Institutional Fund	60,018,793 *	66,773,419
Units of common/collective trusts:	-	-
BTC Lifepath 2020 Fund	103,454,153	108,873,647
BTC Lifepath 2025 Fund	107,230,136	109,038,998
BTC Lifepath 2030 Fund	93,004,962	94,109,708

* - Investment does not that represent 5 percent or more of the Plan's net assets available for benefits

Investment income for the Master Trust is as follows for the year ended December 31, 2013:

Net appreciation in fair value of investments	
Shares of registered investment companies	\$ 75,270,645
Units of common/collective trusts	69,201,942
Interest and dividends	<u>9,294,356</u>
Total	<u>\$ 153,766,943</u>

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 4 - Information Certified by the Trustee - Unaudited

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, the Plan's trustee, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Plan interest in AkzoNobel, Inc. Savings Plan Master Trust and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2013 and 2012, except for the adjustment from fair value to contract value for interest in the Master Trust relating to fully benefit-responsive investment contracts.
- Plan interest income from AkzoNobel, Inc. Savings Plan Master Trust and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2013.
- Schedule H, line 4 - schedule of assets (held at year end) as of December 31, 2013 (contract value certified for AkzoNobel Fixed Income Fund).
- Investment information included in Master Trust (Note 3).

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

NOTE 5 - Fair Value of Financial Instruments

The Plan follows accounting principles generally accepted in the United States of America for measuring, reporting, and disclosing fair value. These standards apply to all assets and liabilities that are measured, reported, and/or disclosed on a fair value basis.

As defined in the accounting standards, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Assets and liabilities measured, reported and/or disclosed at fair value will be classified and disclosed in one of the following three categories:

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

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 5 - Fair Value of Financial Instruments (cont.)

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data. Inputs to the valuation methodology include

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

Level 3 - Unobservable inputs that are unobservable and not corroborated by market data.

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 31, 2013 and 2012.

Shares of registered investment companies (Level 1) - Valued at the quoted market price of shares held by the Plan at year-end.

Money market (Level 1) - Valued at the account balance plus interest earned.

Units of common/collective trusts (Level 2) - Valued at the total of the net asset value of the underlying investments and cash held by the Plan at year-end. Each of the common/collective trusts invested in by the Plan holds a variety of fixed income securities, equity securities and investment contracts.

The common/collective trusts with portfolios focused on fixed income securities hold some investments that are classified as both Level 2 and Level 3. The fair value of Level 2 investments is derived from pricing provided by independent pricing services. Such prices are based on observable market data for the same or similar securities, including quoted prices in markets that are not active, or matrix pricing or other similar techniques that use observable inputs. The fair value of Level 3 investments is derived either from pricing provided by independent brokers who utilize a valuation technique with unobservable inputs, or internally by the common/collective trust manager. The Level 3 investments underlying certain common/collective trusts are not significant to the portfolios.

AkzoNobel Fixed Income Fund (Note 6) - The fund holds a variety of securities including investment contracts, corporate debt securities and wrappers.

The GICs and synthetic investment contracts (Level 2) are valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer. Inputs used in valuing the GICs are similar to those discussed above. Inputs used to value the synthetic GICs are dependent on the contract's underlying investments, but are nonetheless based on observable market inputs, which drive the Level 2 classification.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 5 - Fair Value of Financial Instruments (cont.)

The security-backed contracts (Level 2) are valued at the net asset value provided by the administrator of the fund. The net asset value is based on the value of the underlying securities, minus liabilities, and then divided by the number of units held by the Plan at year-end.

The wrappers (Level 2) are valued based upon the terms of the individual wrapper contracts and re-bid pricing.

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 the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table set forth by level, within the fair value hierarchy, the assets held by the Master Trust measured at fair value as of December 31, 2013:

	December 31, 2013			
	Total	Level 1	Level 2	Level 3
Shares of registered investment companies:				
Domestic corporate debt securities	\$ 62,784,621	\$ 62,784,621	\$ -	\$ -
U.S. Government debt*	659,107	659,107	-	-
Domestic equity securities	276,975,188	276,975,188	-	-
Foreign equity securities	87,585,802	87,585,802	-	-
Other**	962,897	962,897	-	-
Money Market	28,125,334	28,125,334	-	-
AkzoNobel fixed income fund				
Guaranteed investment contracts	37,404,187	-	37,404,187	-
Synthetic investment contracts (fixed income securities)	212,969,062	-	212,969,062	-
Security-backed contracts	41,746,077	-	41,746,077	-
Units of common/collective trusts				
Corporate debt securities	30,451,914	-	30,451,914	-
Domestic equity securities	485,298,614	-	485,298,614	-
Total Investments	\$ 1,264,962,803	\$ 457,092,949	\$ 807,869,854	\$ -

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 5 - Fair Value of Financial Instruments (cont.)

	December 31, 2012			
	Total	Level 1	Level 2	Level 3
Shares of registered investment companies:				
Domestic corporate debt securities	\$ 70,184,787	\$ 70,184,787	\$ -	\$ -
U.S. Government debt*	1,671,780	1,671,780	-	-
Domestic equity securities	205,151,807	205,151,807	-	-
Foreign equity securities	74,886,112	74,886,112	-	-
Other**	994,764	994,764	-	-
Money Market	28,017,796	28,017,796	-	-
AkzoNobel fixed income fund				
Guaranteed investment contracts	70,271,715	-	70,271,715	-
Synthetic investment contracts (fixed income securities)	240,805,762	-	240,805,762	-
Security-backed contracts	31,204,307	-	31,204,307	-
Wrappers	85,997	-	85,997	-
Units of common/collective trusts				
Corporate debt securities	39,182,718	-	39,182,718	-
Domestic equity securities	500,282,593	-	500,282,593	-
Total Investments	<u>\$ 1,262,740,138</u>	<u>\$ 380,907,046</u>	<u>\$ 881,833,092</u>	<u>\$ -</u>

* Debt securities issued by the U.S. Treasury and other U.S. government corporations and agencies.

** This categorization encompasses residential-backed mortgage securities, domestic equity real estate securities, domestic equity utility securities and debt securities issued by foreign companies.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 5 - Fair Value of Financial Instruments (cont.)

The following table sets forth the fair value of investments in certain funds that calculate net asset value per share (or its equivalent):

Investment	2013 Fair Value	2012 Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
AkzoNobel Fixed Income Fund					
Fixed Income Fund B (a)	\$ 59,912,625	\$ 69,951,039	\$ -	Monthly	None
Fixed Income Fund E (b)	28,515,622	-	-	Monthly	None
Fixed Income Fund F (b)	51,540,317	42,276,686	-	Monthly	None
Fixed Income Fund L (b)	10,035,343	118,846,907	-	Monthly	None
Fixed Income Fund Q (a)	28,136,428	10,022,823	-	Monthly	None
Fixed Income Fund N (b)	35,825,610	-	-	Monthly	None
Wells Fargo Stable Return Fund G (d)	29,297,668	25,812,611	-	Up to discretion of the trustee	None
Wells Fargo Short Term Investment Fund (e)	12,448,409	5,391,696	-	Daily	None
BGI Lifepath Retirement Fund - Class J (c)	30,451,914	39,182,718	-	Up to discretion of fund trustee	None
BGI Lifepath 2015 Fund - Class J (c)	59,140,946	74,084,053	-	Up to discretion of fund trustee	None
BGI Lifepath 2020 Fund - Class J (c)	103,454,153	108,873,646	-	Up to discretion of fund trustee	None
BGI Lifepath 2025 Fund - Class J (c)	107,230,136	109,038,998	-	Up to discretion of fund trustee	None
BGI Lifepath 2030 Fund - Class J (c)	93,004,962	94,109,708	-	Up to discretion of fund trustee	None
BGI Lifepath 2035 Fund - Class J (c)	54,614,458	54,668,234	-	Up to discretion of fund trustee	None
BGI Lifepath 2040 Fund - Class J (c)	31,069,508	29,797,022	-	Up to discretion of fund trustee	None
BGI Lifepath 2045 Fund - Class J (c)	19,396,255	18,103,883	-	Up to discretion of fund trustee	None
BGI Lifepath 2050 Fund - Class J (c)	8,748,781	6,172,931	-	Up to discretion of fund trustee	None
BGI Lifepath 2055 Fund - Class J (c)	8,639,415	5,434,118	-	Up to discretion of fund trustee	None

(a) The fund invests primarily in U.S. government and agency securities, municipal bonds, corporate notes and bonds, mortgage-backed securities and asset-backed securities.

(b) The funds invest primarily in U.S. government and agency securities and corporate notes and bonds.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 5 - Fair Value of Financial Instruments (cont.)

(c) This trust is comprised of stocks and fixed income securities that are tailored to the horizon of the fund. As of December 31, 2013, the portfolios are likely more heavily weighed towards equity securities; whereas, by the funds maturity date, the mix will be at approximately 38% equity securities and the remained in fixed income securities.

(d) The fund primarily invests in security backed contracts and collective trust funds.

(e) The fund primarily invests in short term fixed income securities.

NOTE 6 - Investment in AkzoNobel Fixed Income Fund

At December 31, 2013 and 2012, the Master Trust was invested in the AkzoNobel Fixed Income Fund, (the "Fund"). The Fund of the Master Trust is principally invested in synthetic GICs and GICs.

The synthetic GICs are composed of underlying assets and wrappers, which are contracts that enable withdrawals to be made at contract value rather than at the fair value of the underlying assets. The contracts have underlying assets invested in common/collective trusts. Contract crediting rates for synthetic GICs are reset at least quarterly, as specified in the respective contracts, and will have an interest crediting rate not less than zero percent.

The GICs are contracts that enable withdrawals to be made at contract value rather than at the fair value of the underlying assets. Contract crediting rates for GICs are reset at least quarterly, as specified in the respective contracts, and will have an interest crediting rate not less than zero percent.

The yield earned by the Fund with an adjustment to reflect the actual interest rate credited to participants at December 31, 2013 and 2012, was 2.28% and 3.11%, respectively. This represents the annualized earnings credited to participants in the Fund divided by the fair value of all investments in the Fund at December 31, 2013.

The yield earned by the Fund at December 31, 2013 and 2012, was 1.89% and 2.06%, respectively. This represents the annualized earnings of all investments in the Fund divided by the fair value of all investments in the Fund.

The following table details the interest crediting rates of the Fund at December 31, 2013 and 2012, for each of the synthetic GICs and GICs:

	2013	2012
Synthetic investment contracts		
Financial institutions providing wrapper		
Bank of America*	0.00 %	3.44 %
Natixis Financial Products Inc.*	-	3.38
Prudential Insurance Company of America	2.05	2.55
United of Omaha*	-	2.52
New York Life Insurance	2.23	1.07
American General Life Insurance	2.26	-
ING Life Insurance and Annuity	2.27	-

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 6 - Investment Contract with Insurance Company (cont.)

Guaranteed investment contracts

Financial Institutions

Jackson National Life Insurance*	-	5.35
Jackson National Life Insurance	5.61	5.61
Metropolitan Life Insurance	5.74	5.74
Metropolitan Life Insurance*	-	5.79
Metropolitan Life Insurance	5.60	5.60
New York Life Insurance*	-	5.49
New York Life Insurance	4.26	4.26
Principal Life Insurance*	-	5.33
Principal Life Insurance*	-	5.84
Principal Life Insurance	5.12	5.12
Principal Life Insurance*	-	5.57
Principal Life Insurance	5.65	5.65
Principal Life Insurance	5.55	5.55
ING Life Insurance and Annuity	5.57	5.57
GE Life and Annuity Assurance	5.14	5.14

* The investment was not included in the Master Trust at the end of the Plan year.

NOTE 7 - Plan Termination

Although it has not expressed any interest 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 of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 8 - Parties In Interest

The Plan invests in the Master Trust, the investments of which are shares of registered investment companies and units of common / collective trusts which are managed by the Trustee of the Plan, and therefore, these transactions qualify as party-in-interest.

Certain employees of the Company provide administrative services for the Plan and are not reimbursed for their services from the Plan. Certain other administrative expenses are paid by the Company on behalf of the Plan.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 9 - Tax Status

The Plan obtained its latest determination letter on March 9, 2012, in which the Internal Revenue Service stated that the Plan and related Master Trust, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan is required to operate in conformity with the IRC to maintain its qualification. Although the Plan has been amended since receiving its determination letter, the Plan administrator is not aware of any events that have occurred that might adversely affect the Plan's qualified status.

Accounting principles generally accepted in the U.S. require plan management to evaluate tax positions taken by the Plan. The financial statements effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE 10 - Risks and Uncertainties

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 participant's account balances and the amounts reported in the statements of net assets available for benefits.

AKZONOBEL RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2013 and 2012 and for the Year Ended December 31, 2013

NOTE 11 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

	2013	2012
Total net assets available for benefits per the financial statements	\$ 1,238,000,232	\$ 1,239,941,277
Adjustment from contract value to fair value for interest in Master Trust relating to fully benefit-responsive investment contracts	<u>4,530,434</u>	<u>12,918,372</u>
Total net assets available for benefits per the Form 5500	<u>\$ 1,242,530,666</u>	<u>\$ 1,252,859,649</u>

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

Net decrease in net assets available for benefits per the financial statements	\$ (1,941,045)
Current-year adjustment from contract value to fair value for interest in Master Trust relating to fully benefit-responsive investment contracts	4,530,434
Prior-year adjustment from contract value to fair value for interest in Master Trust relating to fully benefit-responsive investment contracts	<u>(12,918,372)</u>
Net decrease in net assets available for benefits per the Form 5500	<u>\$ (10,328,983)</u>

NOTE 12 - Subsequent Events

The Plan has evaluated subsequent events through October 15, 2014, which is the date that the financial statements were approved and available to be issued, for events requiring recording or disclosure in the Plan's financial statements.

SUPPLEMENTAL INFORMATION

AKZONOBEL RETIREMENT SAVINGS PLAN

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

Plan 076

EIN 56-1349341

As of December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Master Trust	Plan interest in AkzoNobel, Inc. Savings Plan Master Trust	**	\$ 1,219,799,438
*	Participants	Notes receivable from participants (varying maturities with interest rates ranging from 4.25% to 10.5%)	-0-	<u>21,812,862</u>
		Total		<u>\$ 1,241,612,300</u>

* Indicates a party-in-interest investment.

** Cost omitted for participant directed investments.

This schedule has been prepared based on information certified as complete and accurate by Fidelity Management Trust Company, Trustee.

Plan Name	AkzoNobel Retirement Savings Plan	EIN:	56-1349341
Plan Sponsor's Name	AkzoNobel, Inc.	PN:	076

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