

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 LIFE TECHNOLOGIES PENSION PLAN	<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;">005</td> </tr> <tr> <td colspan="2">1c Effective date of plan 11/01/1975</td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) 33-0373077</td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number 781-622-1000</td> </tr> <tr> <td colspan="2">2d Business code (see instructions) 325410</td> </tr> </table>	1b Three-digit plan number (PN) ▶	005	1c Effective date of plan 11/01/1975		2b Employer Identification Number (EIN) 33-0373077		2c Sponsor's telephone number 781-622-1000		2d Business code (see instructions) 325410	
1b Three-digit plan number (PN) ▶	005										
1c Effective date of plan 11/01/1975											
2b Employer Identification Number (EIN) 33-0373077											
2c Sponsor's telephone number 781-622-1000											
2d Business code (see instructions) 325410											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) LIFE TECHNOLOGIES CORPORATION 5791 VAN ALLEN WAY CARLSBAD, CA 92008											

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2014	DAVID REIRDEN
	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	1238
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	257
b Retired or separated participants receiving benefits		6b	267
c Other retired or separated participants entitled to future benefits.....		6c	668
d Subtotal. Add lines 6a , 6b , and 6c		6d	1192
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	37
f Total. Add lines 6d and 6e		6f	1229
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 3H 1I			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

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

A Name of plan <u>LIFE TECHNOLOGIES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>LIFE TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>33-0373077</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>60436925</u>
b Actuarial value	2b <u>59490969</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>283</u> (1) Number of participants <u>17202853</u> (2) Funding Target
b For terminated vested participants.....	3b <u>691</u> <u>28289972</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>20636</u>
(2) Vested benefits	3c(2) <u>6061049</u>
(3) Total active.....	3c(3) <u>267</u> <u>6081685</u>
d Total.....	3d <u>1241</u> <u>51574510</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.37 %</u>
6 Target normal cost	6 <u>150000</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>09/29/2014</u>
	Signature of actuary	Date
<u>MARIE B. LARSEN</u>	Type or print name of actuary	<u>14-05870</u>
		Most recent enrollment number
<u>MERCER</u>	Firm name	<u>502-561-4500</u>
		Telephone number (including area code)
<u>400 WEST MARKET STREET, SUITE 700</u> <u>LOUISVILLE, KY 40202</u>	Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	6884045
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	6884045
10 Interest on line 9 using prior year's actual return of <u>12.86</u> %		885288
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>7.10</u> % except as otherwise provided (see instructions)		
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	7769333

Part III Funding Percentages		
14 Funding target attainment percentage	14	100.28 %
15 Adjusted funding target attainment percentage	15	115.34 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	110.86 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

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

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6).....	31a	150000										
b Excess assets, if applicable, but not greater than line 31a	31b	147126										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....	0	0	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment.....	0	0										
b Waiver amortization installment	0	0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	2874										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....	0	2874	2874									
36 Additional cash requirement (line 34 minus line 35).....	36	0										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	0										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

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

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

SCHEDULE 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 LIFE TECHNOLOGIES PENSION PLAN	B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 LIFE TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 33-0373077

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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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)

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	146663	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE NORTHERN TRUST COMPANY

36-1561860

(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?
21	NONE	17079	Yes ☒ No ☐	Yes ☒ No ☐	2437113	Yes ☐ No ☒

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

MERCER INVESTMENT MANAGEMENT

30-0282430

(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?
51	FIDUCIARY	90964	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)

MERCER INVESTMENT MANAGEMENT

30-0282430

(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?
52	FIDUCIARY	0	Yes ☒ No ☐	Yes ☒ No ☐	132620	Yes ☐ No ☒

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

HEWITT ASSOCIATES LLC

36-2235791

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

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

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

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: JOE BARRERA	b EIN: 13-2834414
c Position: ACTUARY	
d Address: 17901 VON KARMAN AVENUE, SUITE 1100 IRVINE, CA 92614	e Telephone: 949-222-1304

Explanation: REASSIGNMENT OF CLIENT RESPONSIBILITIES WITHIN MERCER.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>LIFE TECHNOLOGIES PENSION PLAN</u>	B Three-digit plan number (PN) <u>005</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>LIFE TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>33-0373077</u>

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>NON-US CORE EQUITY</u>		
b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY</u>		
c EIN-PN <u>03-0566617-009</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>9231365</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>US SMALL/MID CAP VALUE EQUITY</u>		
b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY</u>		
c EIN-PN <u>03-0566616-004</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1138185</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>US SMALL/MID CAP GROWTH EQUITY</u>		
b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY</u>		
c EIN-PN <u>03-0566611-003</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1124615</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EMERGING MARKET EQUITY PORTFOLIO</u>		
b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY</u>		
c EIN-PN <u>32-6219484-017</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1689728</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LONG DURATION FIXED INCOME</u>		
b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY</u>		
c EIN-PN <u>04-7014330-008</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6154332</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LONG DURATION INV GRADE FIXED INCOM</u>		
b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY</u>		
c EIN-PN <u>26-6700496-016</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8254373</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LONG DURATION PASSIVE FIXED INCOME</u>		
b Name of sponsor of entity listed in (a): <u>MERCER TRUST COMPANY</u>		
c EIN-PN <u>45-6178743-004</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>6151188</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: ACTIVE LONG CORP INV PORTFOLIO FUND**b** Name of sponsor of entity listed in (a): MERCER TRUST COMPANY

c EIN-PN 45-6178743-004	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20435230
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a Name of MTIA, CCT, PSA, or 103-12 IE: COLTV GOVT STIF REGISTERED**b** Name of sponsor of entity listed in (a): NORTHERN TRUST

c EIN-PN 45-6138589-084	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 266223
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a Name of MTIA, CCT, PSA, or 103-12 IE: US LARGE CAP PASSIVE EQUITY**b** Name of sponsor of entity listed in (a): MERCER TRUST COMPANY

c EIN-PN 03-0566613-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8689370
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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)
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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)
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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)
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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)
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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)
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Part II Information on Participating Plans (to be completed by DFEs)

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**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
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>LIFE TECHNOLOGIES PENSION PLAN</u>		B Three-digit plan number (PN) ► <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LIFE TECHNOLOGIES CORPORATION</u>		D Employer Identification Number (EIN) <u>33-0373077</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)	60436925	63134609
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
	(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	60436925	63134609

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	51850	32579
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	51850	32579

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	60385075	63102030
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Part II Income and Expense Statement

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

Income

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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		4715182
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		4715182

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1773357	
(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)		1773357
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	224870	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		224870
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1998227

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2716955
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: MCGLADREY LLP

(2) EIN: 42-0714325

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
4e	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

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

A Name of plan <u>LIFE TECHNOLOGIES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LIFE TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>33-0373077</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-3808042</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>0</u>

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: 61% Investment-Grade Debt: 38% High-Yield Debt: 1% 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): _____

Life Technologies Pension Plan

Financial Statements and Supplemental Schedules
Years Ended December 31, 2013 and 2012

LIFE TECHNOLOGIES PENSION PLAN

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Independent Auditor's Report

To the Participants and Administrator of
Life Technologies Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Life Technologies Pension Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Northern Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2013 and 2012, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules, Schedule of Assets (Held at End of Year) at December 31, 2013 and Schedule of Reportable Transactions for the year ended December 31, 2013, are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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

A handwritten signature in cursive script that reads "McGladrey LLP".

Stamford, Connecticut
October 15, 2014

LIFE TECHNOLOGIES PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012

	<u>December 31, 2013</u>	<u>December 31, 2012</u>
Assets:		
Investments at fair value (Notes 3 and 4).....	\$ 63,134,609	\$ 60,436,925
Liabilities:		
Accrued expenses.....	(32,579)	(51,850)
Net assets available for benefits.....	\$ <u>63,102,030</u>	\$ <u>60,385,075</u>

See accompanying Notes to Financial Statements.

LIFE TECHNOLOGIES PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
Additions:		
Investment income		
Net appreciation in fair value of investments	\$ 4,714,926	\$ 6,987,811
Interest.....	<u>256</u>	<u>546</u>
Total investment income	4,715,182	6,988,357
Total additions	<u>4,715,182</u>	<u>6,988,357</u>
Deductions:		
Distributions paid to plan participants.....	(1,773,357)	(1,541,862)
Trustee and professional fees	<u>(224,870)</u>	<u>(193,437)</u>
Total deductions.....	(1,998,227)	(1,735,299)
Net increase.....	2,716,955	5,253,058
Net assets available for benefits:		
Beginning of year	60,385,075	55,132,017
End of year.....	\$ <u>63,102,030</u>	\$ <u>60,385,075</u>

See accompanying Notes to Financial Statements.

LIFE TECHNOLOGIES PENSION PLAN NOTES TO THE FINANCIAL STATEMENTS

1. Description of Plan

The following description of the Life Technologies Pension Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General

On September 14, 2000, Life Technologies Corporation, formerly known as Invitrogen Corporation (“Life Technologies”, the “Plan Sponsor”, or the “Company”) in conjunction with an acquisition, became sponsor of the Life Technologies Inc. Pension Plan and renamed it the Life Technologies Pension Plan.

On December 6, 2001, the Company’s board of directors resolved to amend the Plan to freeze all benefit accruals as of December 31, 2001. Additionally, new employees are not allowed to participate in the Plan after December 31, 2001.

The Plan is a non-contributory, defined benefit pension plan covering substantially all former employees of the Life Technologies division who are current employees of the Company, who have completed one year of service, and are age twenty-one or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Pension Benefits

Employees who have completed 5 or more years of service or have reached normal retirement age (65) are entitled to annual pension benefits beginning at age 65 equal to (a) their years of credited service earned after October 31, 1975 times 1% of their final 5-year average annual compensation for each year of service, and (b) .5% of their 5-year average annual compensation for each year of service in excess of covered compensation times their years of credited service up to 35 years of credited service. However, for the purpose of determining the annual pension benefits, credited service and compensation earned after December 31, 2001 is excluded. The Plan permits early retirement at age 55 provided the participant has completed 10 years of vesting service. A participant’s benefit will be paid to them in the form of (a) a monthly benefit, or (b) a lump-sum distribution if the present value of the participant’s vested accrued benefit is \$5,000 or less. As noted above, effective December 31, 2001, all benefits accrued were frozen; no additional benefits will accrue subsequent to that date.

If employees terminate before rendering 5 years of service, they forfeit the right to receive benefits under the provisions of the Plan.

Death and Disability Benefits

If an active employee dies with at least 5 years of vesting service, a death benefit is payable to the employee’s spouse or designated beneficiary, if unmarried. The death benefit payable will be based on the value of the amounts payable to the spouse or beneficiary under a qualified joint and survivor annuity.

Active employees who have completed 10 years of vesting service and become disabled are entitled to receive disability benefits under the Plan. Disabled participants are eligible for a disability benefit on the date they reach age 65. The participant’s benefit is computed in the same manner as their normal retirement benefit using their 5-year average annual compensation and credited service as of the date of their disability and additional years of credited service earned while disabled. Disabled employees are entitled to accrue additional years of credited service after their date of disability until the first of the following occurs: (a) obtain age 65, or if later, 5 years after the onset of the disability, (b) death, or (c) recovery from disability. However, under any event, disabled participants will not receive additional credited service after December 31, 2001.

Administrative Expenses

Administrative expenses related to the operations of the Plan are paid by the Plan unless paid by the Company at its discretion. These expenses include investment management and trustee fees, which include fees of accountants, actuaries, legal counsel and other agents. In addition, certain accounting, legal and administrative functions of the Plan are performed by employees of the Company at no cost to the Plan.

**LIFE TECHNOLOGIES PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS**

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are presented on the accrual basis of accounting using accounting principles generally accepted in the United States of America.

Use of Estimates

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 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. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Risks and Uncertainties

Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of these investments, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the financial statements. The Plan's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value of such instruments. The Plan's concentrations of credit risk and market risk are dictated by the Plan's provisions as well as those of ERISA.

Contributions to the Plan and the actuarial value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee compensation and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service that employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on employees' highest average five consecutive years of compensation during the final 120 months of credited service earned prior to December 31, 2001 (or average compensation over years of credited service earned prior to December 31, 2001, if less than five years). Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date. Benefits to be provided via annuity contracts excluded from Plan assets are excluded from accumulated plan benefits.

The actuarial present value of accumulated plan benefits is determined by an actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The Plan uses a beginning of year valuation date. The actuarial present value of accumulated plan benefits as of December 31, 2012 (Note 5) reflects the December 6, 2001 Plan amendment to freeze all benefit accruals.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

LIFE TECHNOLOGIES PENSION PLAN

NOTES TO THE FINANCIAL STATEMENTS

Income taxes

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however, these are currently no audits for any tax periods in progress. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2010.

3. Information Certified and Provided by Northern Trust Company

The following is a summary of the investment information for the years ended December 31, 2013 and 2012, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the trustee, Northern Trust Company (the "Trustee" or Northern Trust"), or and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following investments is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following investments:

	<u>December 31, 2013</u>		<u>December 31, 2012</u>
Investments (at fair value):			
Common/collective trusts	\$ 63,134,609	\$	60,436,925

Northern Trust certified the completeness and accuracy of \$4,714,926 and \$6,987,811 of net appreciation in fair value of investments in common/collective trusts and \$256 and \$546 of interest income related to the aforementioned investments for the years ended December 31, 2013 and 2012, respectively.

4. Fair Value Measurements

The FASB Codification, Topic 820, *Fair Value Measurements and Disclosures* defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. This guidance also emphasizes that fair value is a market-based measurement under three categories which are as follows:

- Level 1** Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2** Quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability;
- Level 3** Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

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

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

Common/Collective Trusts: Valued at the net asset value as reported by the investment managers. The net asset value is based on the fair value of the underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding.

**LIFE TECHNOLOGIES PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS**

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

				Assets at Fair Value as of December 31, 2013				
Investment	Level 1		Level 2		Level 3		Total	
Common/Collective Trusts								
CF MGI Active Long Corporate Investment Portfolio fund	\$	-	\$	20,435,230	\$	-	\$	20,435,230 *
CF MGI Non-US Core Equity Portfolio Fund		-		9,231,365		-		9,231,365 *
CF MGI US Large Cap Passive Equity Fund		-		8,689,370		-		8,689,370 *
CF MGI Long Duration Investment Grade Fixed Income CT		-		8,254,373		-		8,254,373 *
CF MGI Long Duration Fixed income Portfolio Fund		-		6,154,332		-		6,154,332 *
CF MGI Long Duration Passive Fixed Income Portfolio Fd		-		6,151,188		-		6,151,188 *
CF MGI Emerging Markets Equity Portfolio FD		-		1,689,728		-		1,689,728
CF MGI US Small / Mid Cap Value Equity Fund		-		1,138,185		-		1,138,185
CF MGI US Small / Mid Cap Growth Equity Fund		-		1,124,615		-		1,124,615
USD - NTGI Coltv Govt Stif Registered		-		266,223		-		266,223
Total Assets at Fair Value	\$	-	\$	63,134,609	\$	-	\$	63,134,609

Assets at Fair Value as of December 31, 2012				
Investment	Level 1	Level 2	Level 3	Total
Common/Collective Trusts				
CF MGI Non-US Core Equity Portfolio Fund	\$ -	\$ 15,472,167	\$ -	\$ 15,472,167 *
CF MGI US Large Cap Passive Equity Fund	-	14,416,912	-	14,416,912 *
CF MGI US Core Opportunistic Fixed Income Fund	-	7,649,201	-	7,649,201 *
CF MGI Active Long Corporate Investment Portfolio Fund	-	5,899,338	-	5,899,338 *
CF MGI US Passive Fixed Income Fund	-	4,097,586	-	4,097,586 *
CF MGI Emerging Markets Equity Portfolio Fund	-	3,097,737	-	3,097,737 *
CF MGI Long Duration Investment Grade Fixed Income CT	-	2,281,159	-	2,281,159
CF MGI US Small / Mid Cap Value Equity Fund	-	1,873,354	-	1,873,354
CF MGI US Small / Mid Cap Growth Equity Fund	-	1,860,369	-	1,860,369
CF MGI Long Duration Fixed Income Portfolio	-	1,747,352	-	1,747,352
CF MGI Long Duration Passive Fixed Income Portfolio Fund	-	1,742,112	-	1,742,112
USD - NTGI Coltv Govt Stif Registered	-	299,638	-	299,638
Total Assets at Fair Value	\$ -	\$ 60,436,925	\$ -	\$ 60,436,925

*Investment represents more than 5% of Plan assets.

The following table set forth additional disclosures of the Plan's investments whose fair value is estimated using net asset value per share (or its equivalent) as of December 31, 2013:

Investment	Fair Value	Unfunded Commitment	Redemption Frequency	Redemption Notice Period
(a) CF MGI Active Long Corporate Investment Portfolio fund	\$ 20,435,230	\$ -	Daily	None
(b) CF MGI Non-US Core Equity Portfolio Fund	9,231,365	-	Daily	None
(c) CF MGI US Large Cap Passive Equity Fund	8,689,370	-	Daily	None
(d) CF MGI Long Duration Investment Grade Fixed Income CT	8,254,373	-	Daily	None
(e) CF MGI Long Duration Fixed Income Portfolio Fund	6,154,332	-	Daily	None
(f) CF MGI Long Duration Passive Fixed Income Portfolio Fund	6,151,188	-	Daily	None
(g) CF MGI Emerging Markets Equity Portfolio Fund	1,689,728	-	Daily	None
(h) CF MGI US Small / Mid Cap Value Equity Fund	1,138,185	-	Daily	None
(i) CF MGI US Small / Mid Cap Growth Equity Fund	1,124,615	-	Daily	None

- (a) The Fund invests primarily in debt obligations majorly focusing on corporate debt. Other investments include municipal obligations and U.S. Government and Agency Obligations.
- (b) The Fund invests in equity securities of companies from the world's developed and emerging capital markets, excluding the United States. The Fund's investments in equity securities may include dividend-paying securities, common and preferred stock of companies of any size as well as American, European, and Global Depository Receipts.

LIFE TECHNOLOGIES PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS

- (c) The Fund invests primarily in common stocks of large U.S. and multinational companies that offer the potential for long-term capital appreciation and appear to be undervalued based on the stocks' intrinsic values relative to their current market prices
- (d) The investment objective is to approximate as closely as practical, before expense, the performance of the Barclays Capital U.S. Long Credit Bond Index and the Barclays Capital U.S. Long Treasury Bond Index over the long term. Underlying funds attempt to invest in the securities comprising the Index or in the same proportions as they are represented in the Index.
- (e) The Fund invests in debt obligations primarily in corporate debt and U.S. Government and Agency Obligations. Other debt obligations include municipal obligations.
- (f) The investment objective is to approximate as closely as practical, before expense, the performance of the Barclays Capital U.S. Long Credit Bond Index and the Barclays Capital U.S. Long Government Bond Index over the long term. Underlying funds attempt to invest in the securities comprising the Index or in the same proportions as they are represented in the Index.
- (g) The Fund invests primarily in equity securities (such as dividend-paying securities, common stock and preferred stock) of companies that are located in emerging markets, other investments that are tied economically to emerging markets, as well as in American, European and Global Depositary Receipts
- (h) The Fund invests primarily in common stocks of small and medium-sized U.S. companies that offer the potential for long-term capital appreciation and that appear to be undervalued at the time of purchase based on the stocks' intrinsic values relative to their current market prices.
- (i) The Fund invests in a diversified portfolio of small and medium sized U.S. companies that a subadvisor believes possess superior potential for long-term capital appreciation.

**LIFE TECHNOLOGIES PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS**

5. Accumulated Plan Benefit Obligation

Accumulated plan benefits consisted of the following at December 31, 2012:

Actuarial present value of accumulated plan benefits:

Vested benefits:

Active Participants	\$ 5,329,009
Inactive participants with deferred benefits	24,891,818
Inactive participants receiving benefits	15,751,452
Total vested benefits	<u>45,972,279</u>

Non-vested benefits:	33,420
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Total actuarial present value of accumulated plan benefits	<u>\$ 46,005,699</u>
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The changes in the actuarial present value of accumulated plan benefits for the year ended December 31, 2012, were as follows:

Actuarial present value of accumulated plan benefits as of December 31, 2011	\$ <u>43,828,796</u>
Increase/decrease during year attributable to:	
Benefits accumulated and (gains) losses	(202,826)
Benefits paid.....	(1,541,862)
Change in actuarial assumptions	697,069
Increase for interest due to decrease in discount period	3,224,522
Net increase during the year	<u>2,176,903</u>
Actuarial present value of accumulated plan benefits as of December 31, 2012	<u>\$ 46,005,699</u>

The Plan uses a beginning of the year valuation date. The significant actuarial assumptions used in the valuations as of December 31, 2012 were:

Expected Investment Return	7.50% for 2013 and 2012
Life expectancy	RP-2000 mortality table, projected to 2020 combined for employees and annuitants, for males and females and white collar adjustments.
Retirement age assumptions	Age 65

6. Funding Policy

The Company's funding policy is to make annual contributions to the Plan to meet minimum funding and prior service requirements, as determined by the Plan's independent actuary, with additional discretionary contributions from time to time consistent with the broader business strategy. No voluntary employee contributions are permitted. The Plan is in compliance with ERISA minimum funding requirements for the years ended December 31, 2013 and 2012.

**LIFE TECHNOLOGIES PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS**

7. Plan Termination

In the event of Plan termination, participants would become 100% vested.

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

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

Certain benefits under the Plan are insured by the PBGC if the Plan terminated. Generally, the PBGC guarantees most vested normal age retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protections is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling on an individual's monthly benefit that the PBGC guarantees. The maximum guaranteed amount is based, in part, on the age on the plan termination. For Plan terminations occurring during 2013 and 2012, that ceiling, which is adjusted periodically, was \$4,790 and \$4,653, respectively, per month. That ceiling applies to those pensioners who elected to receive their benefits in the form of a straight-life annuity; the corresponding ceilings are actuarially adjusted downward.

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

8. Related-Party and Party-in-Interest Transactions

Some Plan investments are assets managed by Northern Trust. Northern Trust is the trustee as defined by the Plan and therefore, these transactions qualify as part-in-interest transactions. In addition to the administrative expenses paid by the Plan, certain insignificant administrative expenses, including certain legal and accounting fees, were paid by the Company.

9. Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated September 27, 2013, stating that the Plan is qualified under section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. Subsequent to this issuance of the determination letter, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan, as amended and restated, is qualified and the related trust is tax exempt.

10. Subsequent Events

Subsequent events have been evaluated through October 15, 2014, the date the financial statements were available to be issued. In February 2014, Life Technologies Corporation, the Plan Sponsor, was acquired by Thermo Fisher Scientific Inc.

LIFE TECHNOLOGIES PENSION PLAN
Schedule of Assets (Held at End of Year)
EIN: 33-0373077, Plan Number: 005
At December 31, 2013

Identity of issue, borrower, lessor or similar party	Description of investment including maturity date, Rate of interest, collateral, par, or maturity value	Number of Shares	Cost	Current Value
CF MGI Active Long Corporate Investment Portfolio fund	Common Collective Trusts	1,739,168 Shares	\$ 21,224,914	\$ 20,435,230
CF MGI Non-US Core Equity Portfolio Fund	Common Collective Trusts	614,196 Shares	7,302,789	9,231,365
CF MGI US Large Cap Passive Equity Fund	Common Collective Trusts	483,011 Shares	6,564,121	8,689,370
CF MGI Long Duration Investment Grade Fixed Income CT	Common Collective Trusts	525,756 Shares	8,696,391	8,254,373
CF MGI Long Duration Fixed income Portfolio Fund	Common Collective Trusts	374,578 Shares	6,533,268	6,154,332
CF MGI Long Duration Passive Fixed Income Portfolio Fd	Common Collective Trusts	387,598 Shares	6,478,505	6,151,188
CF MGI Emerging Markets Equity Portfolio FD	Common Collective Trusts	163,417 Shares	1,742,022	1,689,728
CF MGI US Small / Mid Cap Value Equity Fund	Common Collective Trusts	68,033 Shares	846,325	1,138,185
CF MGI US Small / Mid Cap Growth Equity Fund	Common Collective Trusts	54,540 Shares	820,282	1,124,615
USD - NTGI Coltv Govt Stif Registered*	Common Collective Trusts	266,233 Shares	266,223	266,223
Total Assets Held at End of Year			<u>\$ 60,474,840</u>	<u>\$ 63,134,609</u>

*Represents a party-in-interest as defined by ERISA.

The above information has been certified by Northern Trust, as Trustee, as complete and accurate.

LIFE TECHNOLOGIES PENSION PLAN
Schedule of Reportable Transactions - Single Transactions in Excess of 5%
EIN: 33-0373077, Plan Number: 005
For the Year Ended December 31, 2013

Identity of Party Involved	Date	Purchase Price	Selling Price	Expense Incurred with Transaction	Cost	Current Value on Transaction Date	Net Gain/(Loss)
CF MGI Long Duration Investment Grade Fixed Income CT	02/28/13	\$ 16.69	\$ -	\$ -	\$ 3,900,000	\$ 3,900,000	\$ -
CF MGI Non-US Core Equity Portfolio Fund	01/28/13	\$ -	\$ 12.42	\$ -	\$ 2,857,067	\$ 3,234,806	\$ 377,739
CF MGI Non-US Core Equity Portfolio Fund	05/29/13	\$ -	\$ 13.20	\$ -	\$ 2,555,414	\$ 3,074,975	\$ 519,561
CF MGI US Core Opportunistic Fixed Income Portfolio Fund	02/27/13	\$ -	\$ 14.87	\$ -	\$ 8,311,996	\$ 9,500,000	\$ 1,188,004
CF MGI US Large Cap Passive Equity Fund	05/29/13	\$ -	\$ 15.84	\$ -	\$ 2,076,020	\$ 3,053,049	\$ 977,029
CF MGI US Passive Fixed Income Portfolio Fund	02/27/13	\$ -	\$ 15.02	\$ -	\$ 4,336,602	\$ 4,800,000	\$ 463,398
CF MGI Active Long Corporate Investment Portfolio fund	02/27/13	\$ 12.32	\$ -	\$ -	\$ 7,600,000	\$ 7,600,000	\$ -

The above information has been certified by Northern Trust, as Trustee, as complete and accurate.

LIFE TECHNOLOGIES PENSION PLAN
Schedule of Reportable Transactions - Series of Transactions by Issue in Excess of 5 %
EIN: 33-0373077, Plan Number: 005
For the Year Ended December 31, 2013

Identity of Party Involved		Purchase Price	Selling Price	Expense Incurred with Transaction	Cost of Asset	Current Value of Asset on Transaction	Net Gain (Loss)
CF MGI Active Long Corporate Investment Portfolio Fund	Total acquisitions	\$ 15,883,500	\$ -	\$ -	\$ 15,883,500	\$ 15,883,500	\$ -
	Total dispositions	\$ -	\$ 527,662	\$ -	\$ 558,303	\$ 527,662	\$ (30,641)
CF MGI Long Duration Fixed Income Portfolio Fund	Total acquisitions	\$ 4,785,916	\$ -	\$ -	\$ 4,785,916	\$ 4,785,916	\$ -
CF MGI Long Duration Investment Grade Fixed Income CT	Total acquisitions	\$ 6,415,232	\$ -	\$ -	\$ 6,415,232	\$ 6,415,232	\$ -
CF MGI Long Duration Passive Fixed Income Portfolio Fd	Total acquisitions	\$ 5,824,406	\$ -	\$ -	\$ 5,824,406	\$ 5,824,406	\$ -
	Total dispositions	\$ -	\$ 1,025,232	\$ -	\$ 1,090,309	\$ 1,025,232	\$ (65,077)
CF MGI Non-US Core Equity Portfolio Fund	Total dispositions	\$ -	\$ 8,975,300	\$ -	\$ 7,537,039	\$ 8,975,300	\$ 1,438,260
CF MGI US Core Opportunistic Fixed Income Portfolio Fund	Total acquisitions	\$ 2,337,179	\$ -	\$ -	\$ 2,337,179	\$ 2,337,179	\$ -
	Total dispositions	\$ -	\$ 9,987,714	\$ -	\$ 8,743,068	\$ 9,987,714	\$ 1,244,646
CF MGI US Large Cap Passive Equity Fund	Total dispositions	\$ -	\$ 8,924,078	\$ -	\$ 6,223,826	\$ 8,924,078	\$ 2,700,252
CF MGI US Passive Fixed Income Portfolio Fund	Total acquisitions	\$ 1,278,907	\$ -	\$ -	\$ 1,278,907	\$ 1,278,907	\$ -
	Total dispositions	\$ -	\$ 5,368,967	\$ -	\$ 4,852,241	\$ 5,368,966	\$ 516,726
USD - NTGI Coltv Govt Stif Registered *	Total acquisitions	\$ 1,983,709	\$ -	\$ -	\$ 1,983,709	\$ 1,983,709	\$ -
	Total dispositions	\$ -	\$ 2,017,507	\$ -	\$ 2,017,507	\$ 2,017,507	\$ -

*Represents a party-in-interest as defined by ERISA.

The above information has been certified by Northern Trust, as Trustee, as complete and accurate.

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

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 62.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	5%	10,000	500	27,500
56	5%	9,500	475	26,600
57	5%	9,025	451	25,707
58	5%	8,574	429	24,882
59	5%	8,145	407	24,013
60	10%	7,738	774	46,440
61	10%	6,964	696	42,456
62	20%	6,268	1,254	77,748
63	10%	5,014	501	31,563
64	10%	4,513	451	28,864
65	100%	4,062	4,062	264,030
Total			10,000	619,803
Average				61.98

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2013 Funding Valuation****Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	0		
		<u>Stabilized</u>	<u>Nonstabilized</u>
• First 5 years		4.94%	1.62%
• Next 15 years		6.15%	4.40%
• Over 20 years		6.76%	5.45%

Mortality sponsor elections

- Healthy participants Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.

Other economic assumptions

- Salary increases Not applicable.
- Flat-dollar benefit increases Not applicable.
- Social Security wage base Not applicable.
- Inflation Not applicable.
- Expected investment return 8.00% per year for 2011
7.50% per year for 2012 and 2013
- Expenses An amount equal to the expected administrative expenses is added to current year normal cost. This amount is estimated based on prior year actual administrative expenses. For 2013 this amount is \$150,000.

Demographic assumptions

- Withdrawal See table of sample rates.
- Disability incidence None.
- Retirement age

Attained age	Percentage
Under 55	0%
55	5%
56	5%
57	5%
58	5%
59	5%
60	10%
61	10%
62	20%
63	10%
64	10%
65 and above	100%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

• Benefit commencement age for			
— Future vested deferred	64		
— Current vested deferred	64		
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>	
— Percentage married	80%	80%	
— Spouse age difference	3 years younger	1 year older	
Form of payment (for males & females)	<u>Single Life</u>	<u>50% J&S</u>	<u>100% J&S</u>
• Active retirements	50%	25%	25%
• Future vested deferred	50%	25%	25%
• Future deaths	0%	100%	0%
• Current vested deferred	50%	25%	25%
Unpredictable contingent event assumptions	Not applicable.		

Table of Sample Rates

Attained age	<u>Withdrawal Percentage</u>
20	23.4%
25	16.2%
30	11.0%
35	7.8%
40	6.2%
45	5.5%
50	5.0%
55	4.0%
60	0.0%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Actuarial Methods for Funding

Asset Methods

The asset valuation method is an average of the adjusted market value for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees participating in the plan as of the census date. As the plan is frozen all participants reported meet the eligibility requirements and are therefore included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Maximum deductible contribution method**

Calculations of maximum deductible contributions include the excess of the funding target computed using the projected unit credit method over the minimum funding target. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration expected future benefit increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- An individual's **projected funding target** is the present value of benefits based on credited service as of the beginning of the plan year and projected benefit that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the projected funding target for an individual is the sum of the component projected funding targets associated with the various anticipated separation dates.
- The plan's **projected funding target** is the sum of the projected funding targets for all participants under the plan. The excess of the plan's projected funding target over the plan's funding target is included in the "cushion amount."

Schedule SB, line 24 — Change in Actuarial Assumptions

- The expense component of normal cost increased from \$140,000 to \$150,000 to reflect our expectations for the current plan year.
- We updated the following assumptions to better reflect expected future plan experience:
 - Withdrawal
 - Benefit commencement age for vested deferred participants
 - Spouse assumptions:
 - Percent married
 - Spouse age difference
 - Form of payment

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25											
25–29											
30–34		5									5
35–39		19	6								25
40–44		13	13	7	1						34
45–49		16	21	19	7	1					64
50–54	1	22	14	17	9	4					67
55–59		9	10	7	8	5	2				41
60–64		11	6	4		3	4	1			29
65–69		2									2
70 & up											
Total	1	97	70	54	25	13	6	1			267

In each cell, the number is the count of active participants for each age/service combination.
Average frozen benefit is not shown for plans with less than 1,000 active participants.

Schedule SB, Part V — Summary of Plan Provisions***Benefits Included or Excluded***

Unless noted below, all benefits provided by the plan, as restated and amended through January 1, 2013, are included in this valuation.

- Most recent plan amendments included: January 1, 2013.
- Plan amendments excluded: None.
- Late retirement increases:
 - *Active participants*: The plan applies late retirement actuarial increases for all participants who defer retirement beyond their normal retirement date and this valuation includes those increases.
 - *Deferred vested participants*: Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations**: The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans**: We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding***Additional Benefits Included or Excluded***

- **IRC Section 436 benefit restrictions**:
 - *Unpredictable contingent event benefits*: This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments*: See above.
 - *Prohibited payments*: Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals*: The plan's funding target does not reflect any limitation. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits**: The plan does not have any unpredictable contingent event benefits.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: November 1, 1975 Restated plan: January 1, 2013 Last amended: January 1, 2013 Plan year: January 1 to December 31
Status of the plan	The participation in the plan and benefit accruals were frozen as of December 31, 2001.
Significant events that occurred during the year	None
Definitions	
• Participation	All eligible employees participate on the day following attainment of both age 21 and completion of 1 year of service. No eligible employees shall become a Participant after December 31, 2001.
• Employee contributions	None
• Vesting service	One year of service will be credited for each Plan Year during which an employee completed 1000 hours of service.
• Credited service	One year of service will be credited for each Plan Year after November 1, 1975 and prior to January 1, 2002 during which an employee completed a minimum of 1000 hours of service. An employee will be credited with 1/12 th of a year of service for each full month of service for a Plan Year in which less than 1000 hours of service were completed. Service accruals were frozen as of December 31, 2001.
• Vesting	An employee shall become 100% vested upon the earlier of the completion of 5 years of Vesting Service or attaining age 65.
• Compensation	Total taxable pay for the Calendar Year as reported on the eligible employee's Wage and Tax Statement (Form W-2) in addition to the eligible employee's pre-tax contributions to the 401(k) and Section 125 plans. Reimbursements or other expense allowances, fringe benefits, moving expenses, welfare benefits, including, without limitation, severance benefits, and income from the exercise of stock options shall be excluded from the employee's Compensation.
• Final average earnings	Average of the employee's Compensation over the 60 consecutive months out of the last 120 months producing the highest average prior to termination of employment.

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	First of the month following or coinciding with attainment of age 65.
• Benefit	<p>1% of Average Annual Compensation times Credited Service earned after October 31, 1975; plus 0.5% of Average Annual Compensation in excess of Covered Compensation times Credited Service up to 35 years.</p> <p>The benefit shall not be less than the Accrued Benefit as of December 31, 1989.</p> <p>The normal retirement benefit of a participant whose last hour of service was performed in 1989 shall be the accrued benefit using the above formula as of December 31, 1988 plus 1% of the participant's 1989 compensation, plus 0.5% of the participant's 1989 compensation in excess of \$16,000.</p> <p>For any participant who participated in a qualified defined benefit plan maintained by the Dexter Corporation prior to September 14, 2000, years of credited service in the formula shown above shall include years of service earned under such plan. Note, however, that the retirement benefit shown above shall be reduced by the actuarial equivalent of any benefit paid by the Dexter plan.</p> <p>No participant shall accrue any additional benefits for service performed or compensation earned after December 31, 2001.</p>
Early retirement	
• Eligibility	An employee shall become eligible for early retirement upon completion of 10 years of service and attainment of age 55.
• Benefit	The employee's early retirement benefit shall be equal to his Accrued Benefit based on service and compensation as of his early retirement date. The Accrued Benefit will be reduced by 0.5% for each month the commencement date precedes the employee's Normal Retirement Date.
Late retirement	
• Eligibility	Defer benefit commencement beyond normal retirement age.
• Benefit	The employee's late retirement benefit shall be equal to his Accrued Benefit payable at Normal Retirement Date actuarially increased using prescribed 417(e) assumptions to his Late Retirement Date.
Disability	
• Eligibility	An employee shall become eligible for disability benefit if the employee becomes eligible for Social Security disability benefit and has 10 years of Vesting Service.
• Benefit	The employee's disability benefit shall be equal to his Accrued Benefit payable at age 65 based on Average Compensation as of date of disability and continued Credited Service up to December 31, 2001.

Schedule SB, Part V — Summary of Plan Provisions

Pre-retirement death	<p>The spouse of a married Participant or the Beneficiary of a single participant is entitled to a 50% Joint and Survivor based on the Participant's Accrued Benefit at death.</p> <p>The death benefit if age 55 with 10 years of Vesting Service as of December 31, 1989 shall not be less than 50% of the December 31, 1989 accrued benefit unreduced for early commencement.</p>
Unpredictable contingent event benefits	Not applicable
Form of benefits	
• Automatic form for unmarried participants	Life Annuity
• Automatic form for married participants	50% Joint and Survivor Annuity
• Optional forms	<p>Single Life Annuity</p> <p>100%, 75% and 50% Joint and Survivor Annuity</p> <p>10 Year Certain and Continuous Annuity</p>
• Optional form conversion factors	1984 Unisex Pensioner Mortality Table and 8.0% interest rate
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000.

Plan Provision Changes Since Prior Valuation

None.

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

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

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

A Name of plan LIFE TECHNOLOGIES PENSION PLAN	B Three-digit plan number (PN) ►	<u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF LIFE TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 33-0373077	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a		60,436,925
b Actuarial value	2b		59,490,969
3 Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	283	17,202,853
b For terminated vested participants.....	3b	691	28,289,972
c For active participants:			
(1) Non-vested benefits	3c(1)		20,636
(2) Vested benefits	3c(2)		6,061,049
(3) Total active.....	3c(3)	267	6,081,685
d Total.....	3d	1,241	51,574,510
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate	5		6.37 %
6 Target normal cost	6		150,000

Statement by Enrolled Actuary

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

SIGN HERE	<u>MARIE B. LARSEN MBL</u> Signature of actuary	<u>09/29/2014</u> Date
	<u>MARIE B. LARSEN</u> Type or print name of actuary	<u>14-05870</u> Most recent enrollment number
	<u>MERCER</u> Firm name	<u>(502) 561-4500</u> Telephone number (including area code)
	<u>400 WEST MARKET STREET, SUITE 700</u> Address of the firm	
	<u>LOUISVILLE KY 40202</u> Address of the firm	

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	6,884,045
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	6,884,045
10 Interest on line 9 using prior year's actual return of <u>12.86</u> %		885,288
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>7.10</u> % except as otherwise provided (see instructions)		
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	7,769,333

Part III Funding Percentages

14 Funding target attainment percentage	14	100.28 %
15 Adjusted funding target attainment percentage	15	115.34 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	110.86 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls

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

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

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

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

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

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

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

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

0

22 Weighted average retirement age**22**

62

23 Mortality table(s) (see instructions) ☐ Prescribed - combined☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years**28**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....**29**

0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)**30**

0

Part VIII Minimum Required Contribution For Current Year**31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6).....**31a**

150,000

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

147,126

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment.....

0

0

b Waiver amortization installment

0

0

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

2,874

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement.....

0

2,874

2,874

36 Additional cash requirement (line 34 minus line 35).....**36**

0

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

0

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

0

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)**39**

0

40 Unpaid minimum required contributions for all years**40**

0

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