

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>05/01/2001</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>05/01/2001</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>05/01/2001</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FMC TECHNOLOGIES, INC.</u> <u>5875 N. SAM HOUSTON PARKWAY WEST</u> <u>HOUSTON, TX 77086</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>36-4412642</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>281-591-4000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>36-4412642</u>	2c Plan Sponsor's telephone number <u>281-591-4000</u>	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>36-4412642</u>					
2c Plan Sponsor's telephone number <u>281-591-4000</u>					
2d Business code (see instructions) <u>339900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2015	MARTIN EICHLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/19/2015	ELLEN A BATES
	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	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 6855
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 2526
a(2) Total number of active participants at the end of the plan year	6a(2) 1116
b Retired or separated participants receiving benefits	6b 2231
c Other retired or separated participants entitled to future benefits.....	6c 787
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 4134
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 415
f Total. Add lines 6d and 6e	6f 4549
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 4
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 3F 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>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).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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 FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF FMC TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 36-4412642

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 01 Day 01 Year 2014			
2 Assets:			
a Market value	2a	576808293	
b Actuarial value	2b	519127464	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	2416	175718425	175718425
b For terminated vested participants	1920	57537948	57537948
c For active participants	2526	160166165	166111990
d Total	6862	393422538	399368363
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	6.54%	
6 Target normal cost	6	16575284	

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.

<div>SIGN HERE</div>	<div>09/29/2015</div> <div>Signature of actuary</div> <div>DAVID STABLEIN</div> <div>Type or print name of actuary</div> <div>TOWERS WATSON DELAWARE, INC.</div> <div>Firm name</div> <div>1221 MCKINNEY, SUITE 2600 HOUSTON, TX 77010</div> <div>Address of the firm</div>	<div>Date</div> <div>14-07207</div> <div>Most recent enrollment number</div> <div>713-754-5400</div> <div>Telephone number (including area code)</div>
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	18651975	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	8859346	
9 Amount remaining (line 7 minus line 8)	9792629	0
10 Interest on line 9 using prior year's actual return of <u>26.16</u> %	2561752	0
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(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.37</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
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		
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)	12354381	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	126.89 %
15 Adjusted funding target attainment percentage	15	129.98 %
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	116.39 %
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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 64
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	16575284	
b Excess assets, if applicable, but not greater than line 31a	31b	16575284	
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	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0		0
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		
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
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 FMC TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 36-4412642	

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 NORTHERN TRUST COMPANY 36-1561860

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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)

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?
64	NONE	968251	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RUANE, CUNNIFF & GOLDFARB INC

13-2628641

(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?
28	NONE	965905	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

VAN BIEMA VALUE PARTNERS LLC

20-1272199

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	958152	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)

TOWERS WATSON

53-0181291

(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	561838	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DALTON INVESTMENT LLC

95-4736598

(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?
28	NONE	462588	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BROWN BROTHERS HARRIMAN TRUST CO.

13-3193410

(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?
28	NONE	444208	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)

CARDINAL CAPITAL MANAGEMENT, LLC

06-1422705

(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?
28	NONE	395331	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ROYCE & ASSOCIATES

52-2343043

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	350836	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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	305885	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

TWEEDY BROWNE COMPANY LLC

13-3381587

(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?
28	NONE	180480	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ROYCE & ASSOCIATES LLC

52-2343049

(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?
28	NONE	109896	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SPEECE THORSON CAPITAL GROUP

41-1701874

(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?
28	NONE	81744	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)

MCCONNELL & JONES, LLP

76-0488832

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	13321	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ALIRT INSURANCE RESEARCH

20-3957224

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	10000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: MERCER	b EIN: 13-3381587
c Position: ACTUARY	
d Address: 1717 MAIN STREET, SUITE 4400 DALLAS, TX 75201	e Telephone: 214-220-3500

Explanation: AS THE RESULT OF AN RFP FOR ACTUARIAL SERVICES, TOWERS WATSON WAS APPOINTED AS THE PLAN ACTUARY, REPLACING MERCER (US) INC. THIS CHANGE WAS EFFECTIVE JANUARY 1, 2014.

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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2014</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

<p>A Name of plan <u>FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM</u></p>	<p>B Three-digit plan number (PN) ▶ <u>001</u></p>	
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>FMC TECHNOLOGIES, INC.</u></p>	<p>D Employer Identification Number (EIN) <u>36-4412642</u></p>	

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: COLTV SHORT TERM INVT FD

b Name of sponsor of entity listed in (a): THE NORTHERN TRUST COMPANY

c EIN-PN <u>36-6036794-001</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>49266165</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: GMO ERISA POOL

b Name of sponsor of entity listed in (a): GRANTHAM, MAYO & VAN OTTERLOO CO

c EIN-PN <u>04-6566648-001</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>0</u>
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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)
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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):

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

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

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

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

SCHEDULE H (Form 5500) <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> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FMC TECHNOLOGIES, INC.</u>		D Employer Identification Number (EIN) <u>36-4412642</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	0	77073346
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	0	0
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)	6910619	8832173
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	26526670	26513295
	(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)	4921494	843273
	(B) Common.....	1c(4)(B)	236339062	194000791
	(5) Partnership/joint venture interests	1c(5)	52108260	60275846
	(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)	95908153	49266165
	(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)	83672594	25809652
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)	78141234	71765328

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	584528086	514379869

Liabilities

g Benefit claims payable	1g	0	8668033
h Operating payables	1h	0	522618
i Acquisition indebtedness	1i	7719793	0
j Other liabilities	1j	755295	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	8475088	9190651

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	576052998	505189218
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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)	57800	
(B) U.S. Government securities	2b(1)(B)	1887	
(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)	701854	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		761541
(2) Dividends: (A) Preferred stock	2b(2)(A)	25821	
(B) Common stock	2b(2)(B)	3038844	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	977538	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4042203
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	122501903	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	119500917	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		3000986
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	9275373	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		9275373

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-3142009
(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)		1937343
c Other income.....	2c		312346
d Total income. Add all income amounts in column (b) and enter total.....	2d		16187783

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	64893296	
(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)		64893296
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)	585159	
(2) Contract administrator fees.....	2i(2)	968251	
(3) Investment advisory and management fees.....	2i(3)	3949140	
(4) Other.....	2i(4)	555337	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6057887
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		70951183

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-54763400
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		16100380

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: MCCONNELL & JONES, L.L.P.

(2) EIN: 76-0488832

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			
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			
e Was this plan covered by a fidelity bond?	X		15000000
4e			
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			
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			
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			
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			
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			
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			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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)
FMC TECHNOLOGIES, INC. FROZEN RETIREMENT PLAN	36-4412642	003

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

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FMC TECHNOLOGIES, INC.		D Employer Identification Number (EIN) 36-4412642
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 36-4424897		
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 0
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☒ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2014 v. 140124		

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: 66.0% Investment-Grade Debt: 3.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 31.0%

- 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):

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITORS' REPORT
FMC TECHNOLOGIES, INC.
EMPLOYEES' RETIREMENT PROGRAM
DECEMBER 31, 2014 AND 2013**

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Independent Auditors' Report

To the Participants and Plan Administrator of
the FMC Technologies, Inc. Employees' Retirement Program

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of FMC Technologies, Inc. Employees' Retirement Program (the Plan), which comprise the Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related Notes to Financial Statements.

Plan Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), Plan management instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 7, which was certified by Northern Trust Company, the trustee of the Plan (Trustee), except for comparing such information with the related information included in the financial statements. We have been informed by Plan management that the Trustee holds the Plan's investment assets and executes investment transactions. Plan management has obtained a certification from the Trustee as of December 31, 2014 and 2013 and for the years then ended, that the information provided to Plan management 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 supplementary information listed in the table of contents as of and for the year ended December 31, 2014 is required by DOL Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is 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 this supplementary information.

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 supplementary information, other than that derived from the information certified by the Trustee, has been audited by us in accordance with US GAAS and, in our opinion, is presented in compliance with DOL Rules and Regulations for Reporting and Disclosure under ERISA.

McConnell & Jones LLP

Houston, Texas
September 30, 2015

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

Statements of Net Assets Available for Benefits

	December 31,	
	2014	2013
Assets		
Investments at fair value (Note 7):		
Common stock	\$ 194,000,791	\$ 236,339,062
Preferred stock	843,273	4,921,494
Common / collective trusts	49,266,165	95,908,153
Registered investment companies	25,809,652	83,672,594
Limited partnerships	60,275,846	52,108,260
Hedge funds	65,306,803	64,889,915
Cash - interest bearing	26,513,295	26,522,677
Other	6,458,525	13,251,319
Total investments at fair value	428,474,350	577,613,474
Receivables:		
Employer contributions	—	—
Interest and dividends receivable	483,421	215,358
Unsettled purchases	8,348,752	6,695,261
Total receivables	8,832,173	6,910,619
Cash - noninterest bearing (Note 7)	77,073,346	3,993
Total assets	514,379,869	584,528,086
Liabilities		
Unsettled sales	8,668,033	7,719,793
Accrued expenses	522,618	755,295
Total liabilities	9,190,651	8,475,088
Net assets available for benefits	\$ 505,189,218	\$ 576,052,998

The accompanying notes are an integral part of the financial statements.

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

Statements of Changes in Net Assets Available for Benefits

	Year ended December 31,	
	2014	2013
Investment income:		
Net appreciation in fair value of investments (Note 7)	\$ 11,279,994	\$ 115,396,692
Interest and dividends	4,907,789	5,012,455
Total net investment income	16,187,783	120,409,147
Employer contributions	—	—
Total additions	16,187,783	120,409,147
Deductions from net assets attributed to:		
Benefits paid directly to participants	64,893,296	18,869,460
Administrative expenses	6,057,887	3,957,007
Total deductions	70,951,183	22,826,467
Net increase (decrease) in net assets available for benefits before transfers out	(54,763,400)	97,582,680
Transfer of assets to Frozen Plan (Note 1)	(16,100,380)	—
Transfer of assets to JBT (Note 1)	—	(1,030,000)
Net increase (decrease) in net assets available for benefits	(70,863,780)	96,552,680
Net assets available for benefits:		
Beginning of year	576,052,998	479,500,318
End of year	<u>\$ 505,189,218</u>	<u>\$ 576,052,998</u>

The accompanying notes are an integral part of the financial statements.

**FMC TECHNOLOGIES, INC. EMPLOYEES’
RETIREMENT PROGRAM
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013**

NOTE 1. DESCRIPTION OF THE PLAN

The following description of the FMC Technologies, Inc. Employees’ Retirement Program (the “Plan”) provides general information. Participants should refer to the Plan document for a complete description of the Plan’s provisions. The Plan is a defined benefit pension plan covering certain employees of FMC Technologies, Inc. (the “Company” or “Plan administrator”), its retirees and terminated vested employees. The Plan is subject to the provisions of The Employee Retirement Security Act of 1974, as amended (“ERISA”). The Plan’s assets are held in a trust with The Northern Trust Company (the “Trustee”). All of the assets of the Plan are available to pay benefits to participants of the Plan.

On October 2, 2009, the Board of Directors of the Company amended the Plan to freeze participation in the Plan for all new nonunion employees hired or rehired on or after January 1, 2010, and current nonunion employees with less than five years of vesting service as of December 31, 2009 (“frozen participants”). For current nonunion employees with less than five years of vesting service as of December 31, 2009, benefits accrued under the Plan and earned as of that date were frozen based on credited service and pay as of December 31, 2009.

On July 31, 2008, the Company completed the spin-off of its FoodTech and Airport Services businesses into a separate publicly traded company named John Bean Technologies Corporation. On March 20, 2013, pursuant to an IRS compliance statement, John Bean Technologies Corporation, the JBT Corporation Employees’ Retirement Program, FMC Technologies, Inc. and the Plan agreed to certain corrective action required to be taken with respect to an inadvertent operational compliance error that occurred under the plans during the spin-off. The corrective action agreed by all the parties resulted in a transfer of assets of \$1,030,000 from the Plan to the JBT Corporation Employees’ Retirement Program on March 21, 2013.

On April 30, 2014, the Company completed the sale of its material handling business and amended the Plan such that employees of the material handling business who were participants under the Plan and who ceased to be employees of the Company on this date became fully vested in their accrued benefits.

On June 1, 2014, the Company amended the Plan, and effective on this date the assets and liabilities attributable to participants who are (i) either frozen participants or participants that had terminated service and subsequently became re-employed on or after January 1, 2010, and (ii) active employees of FMC Technologies as of June 1, 2014 were transferred from the Plan to the FMC Technologies, Inc. Frozen Retirement Plan (“Frozen Plan”). As a result, assets of \$16,100,380 were transferred from the Plan to the Frozen Plan in 2014. Also on June 1, 2014, the Plan was further amended to provide vested participants who had terminated employment prior to May 1, 2014 an option to commence their benefits immediately, either as an annuity or a single lump sum payment. In December 2014, lump sum payments totaling \$46,509,499 were paid out of the Plan to terminated vested participants and are reflected in the benefits paid directly to participants line item on the statements of changes in net assets available for benefits.

The Employee Benefits Committee and Plan Investment Committee are subcommittees of the Compensation Committee of the Board of Directors of the Company. The Employee Benefits Committee has overall responsibility for the operation and administration of the Plan while the investment decisions related to the Plan are made by the Plan Investment Committee.

The following provisions of the Plan apply to the eligible salaried and nonunion hourly employees of the Company:

The normal retirement age is 65. A participant who terminates employment prior to completing five years of vesting service is not eligible to receive a pension under the Plan. However, an active participant becomes vested at age 65 regardless of the years of service.

The normal annual benefit amount is equal to the sum of [(1) + (2)] times (3) where:

- (1) 1% of final average* annual earnings up to allowable Social Security Covered Compensation
Plus
1.5% of final average* annual earnings in excess of allowable Social Security Covered Compensation
Times
Years of credited service projected to age 65 (maximum of 35 years)
- (2) 1.5% of final average* annual earnings times years of credited service projected to age 65 in excess of 35 years, and
- (3) Ratio of years of credited service as of termination to years of credited service projected to age 65

*average is the highest consecutive 60 months of the last 120 months of eligible earnings

A participant's retirement benefit is increased by \$1.00 for each \$120 of unwithdrawn employee contributions accumulated with interest.

Plan participants hired before January 1, 1984 are eligible for early retirement on or after age 55. Plan participants hired after December 31, 1983 are eligible for early retirement following attainment of age 55 and 10 years of credited service. For early retirement, the benefit is the monthly accrued benefit, reduced by early retirement reduction factors outlined in the Plan.

The Plan provides for surviving spouse benefits in the case of the death of an active participant. In addition, the Plan offers retirees the option to elect joint and survivor annuity payment options to provide benefits to a surviving spouse or beneficiary of a retired participant.

The following provisions of the Plan apply to bargained employees of FMC Technologies Measurement Solutions, Inc. (formerly Smith Meter, Inc.):

The normal retirement age is the earlier of age 62 with 10 years of vesting service or age 65. A participant who terminates employment prior to completing vesting service of 5 years is not eligible to receive a pension under the Plan. The normal monthly benefit amount is \$38.00 times the years of service. Participants are entitled to early retirement following attainment of age 57 and 10 years of credited service. For early retirement, the benefit is the monthly accrued benefit, reduced by early retirement reduction factors outlined in the Plan. Certain union participants are eligible for disability retirement benefits upon becoming permanently and totally disabled after completing 10 years of credited service. The Plan provides for surviving spouse benefits in the case of the death of an active participant. In addition, the Plan offers retirees the option to elect joint and survivor annuity payment options to provide benefits to a surviving spouse or beneficiary of a retired participant.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America ("GAAP").

b. Use of Estimates

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

c. Investment Valuation and Income Recognition

Investments are stated at fair value. See Note 8 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade date basis. The Plan presents in the statement of changes in net assets available for benefits the net appreciation in the fair value of its investments which consists of the related gains and losses on investments bought and sold during the year, and the unrealized gains and losses on investments held during the year. Dividends are recorded on the record date. Interest income is recorded on the accrual basis.

d. Administrative Expenses

All permitted administrative expenses are paid from the Plan unless the Company, in its discretion, pays such expenses. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation in fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

e. Payment of Benefits

Benefit payments to participants and beneficiaries are recorded when paid.

f. Management Review of Subsequent Events

In preparing the accompanying financial statements, the management of the Plan has evaluated subsequent events that have occurred after December 31, 2014, and through September 30, 2015, the date the financial statements were available to be issued, for inclusion in the financial statements and notes to the financial statements.

g. Recently Issued Accounting Standards

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-07, "Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)." This update removes the requirement to include investments in the fair value hierarchy for which fair value is measured using the net asset value per share practical expedient under GAAP and removes certain related disclosure requirements. The amendments under this update are effective for the Plan on January 1, 2016. Early adoption is permitted. The Company believes the adoption of this guidance concerns disclosure only and will not have an impact on the Plan's financial statements.

In July 2015, the FASB issued ASU No. 2015-12, “Plan Accounting: (Part I) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient, which amends Accounting Standards Codification (“ASC”) 960, Plan Accounting – Defined Benefit Pension Plans, ASC 962, Plan Accounting – Defined Contribution Pension Plans, and ASC 965, Plan Accounting – Health and Welfare Benefit Plans.” Part I and Part II of the ASU simplify financial reporting requirements for benefit plans by eliminating or reducing certain investment disclosures. Part III provides an alternative method for measuring investments for plans having fiscal year-ends that do not fall on a month-end date. The new guidance will be applied retrospectively for Part I and Part II and prospectively for Part III. Only Part II is applicable to the Plan. The amendments under this update are effective for the Plan on January 1, 2016. Early adoption is permitted. The Company believes the adoption of this guidance concerns disclosure only and will not have an impact on the Plan’s financial statements.

NOTE 3. FUNDING POLICY

The Company contributes to the Plan such sums as are actuarially determined to be necessary to provide defined pension benefits to participants, maintain certain acceptable funding levels, and ensure that all contributions are deductible for federal income tax purposes.

The Company’s contributions are designed to satisfy the minimum funding requirements under ERISA and the Pension Protection Act of 2006, as amended. In addition, the Company may decide to make contributions above the minimum funding requirements. The determination of required contributions to be made by the Company during 2014 and 2013 was based upon actuarial valuations as of January 1 of each year. There was no minimum required contribution for 2014 or 2013 under ERISA.

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. See Note 4 to these financial statements for additional disclosure related to plan termination.

NOTE 4. PLAN TERMINATION

Although the Company has not expressed any intention to do so, in the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Benefits attributable to employee contributions, taking into account those paid out before termination.
- b. Benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- c. Other vested benefits insured by the Pension Benefit Guaranty Corporation (“PBGC”) (a U.S. government agency) up to the applicable limitations.
- d. All other vested benefits (that is, vested benefits not insured by the PBGC).
- e. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor’s pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan’s termination.

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

NOTE 5. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to the services employees have rendered.

Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died and (3) present employees or their beneficiaries. Benefits payable under all circumstances (retirement, death, disability and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an independent actuary and 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 or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2014, were as follows:

- a. Interest rate used to compute the present value of accrued benefits was 9.0%, including a reduction of 0.3% to reflect anticipated administrative expenses associated with providing benefits.
- b. The assumed average retirement age is 64.
- c. Eighty percent of all male participants and sixty percent of all female participants were assumed to be married in 2014.
- d. Life expectancy rate: Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2029 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2021 using Scale AA).
- e. The actuarial method used to determine the accumulated plan benefits is the Unit Credit method.

The foregoing actuarial assumptions are based on the presumption of the continuation of the Plan. If the Plan were to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The valuation does not reflect the June 1, 2014 spin-off of active participants with frozen benefits to the FMC Technologies, Inc. Frozen Retirement Plan.

The total actuarial present value of accumulated plan benefits as of January 1, 2014 (the most recent valuation date), consisted of the following:

	January 1, 2014
Vested benefits:	
Participants currently receiving payments	\$ 145,395,619
Other participants	155,834,187
	301,229,806
Nonvested benefits	4,594,829
Total actuarial present value of accumulated plan benefits	\$ 305,824,635

Changes in the total actuarial present value of accumulated plan benefits for the period January 1, 2013 to January 1, 2014, was as follows:

Actuarial present value of accumulated plan benefits, beginning of period	\$ 284,787,506
Increase (decrease) during the period attributable to:	
Benefits accumulated	9,303,965
Actuarial losses	2,643,922
Increase for interest due to decrease in the discount period	25,619,042
Benefits paid	(18,870,894)
Change in actuarial assumptions	2,341,094
Net increase	21,037,129
Actuarial present value of accumulated plan benefits, end of period	<u>\$ 305,824,635</u>

NOTE 6. INCOME TAXES

The Plan obtained its latest determination letter on July 8, 2014, in which the Internal Revenue Service (“IRS”) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code of 1986, as amended (“Code”). Additional amendments to the Plan have been made and are not covered by the determination letter; however, the Plan administrator and the Plan’s legal counsel believe that the Plan, as amended, is designed and is currently administered in compliance with the applicable requirements of the Code.

GAAP requires the management of the Plan administrator to evaluate uncertain tax positions taken by the Plan and to recognize a tax liability (or asset) when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The management of the Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014, there were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan has not recognized interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions. There are currently no audits for any tax periods in progress related to the Plan. The Plan is no longer subject to income tax examinations for years prior to 2011.

NOTE 7. INVESTMENTS

The Plan’s financial statements and supplemental schedules include unaudited information prepared by the Trustee. The Plan has obtained certifications from the Trustee that such information is complete and accurate. The following table presents the Plan’s investments at fair value, which represent 5% or more of the Plan’s total net assets at December 31, 2014 or 2013:

	December 31,	
	2014	2013
Northern Trust Coltv Short Term Investment Fund	\$ 49,266,165	\$ 36,415,712
MFP Partners, LP	48,077,600	46,589,300
CF van Biema Value Ltd. CL B SER 05059 FD	35,534,400	35,641,400
Cash - interest bearing	26,513,295	26,522,677
CF GMO ERISA Pool Fund	—	59,492,441
MFO GMO US Qual Fund III	—	59,154,354

At December 31, 2014, substantially all of the \$77,073,346 reported as cash - noninterest bearing on the statements of net assets available for benefits was associated with unsettled transfers of assets between investments and were settled in early January 2015. In 2014, cash - noninterest bearing is now separately presented on the statements of net assets available for benefits. All prior-year amounts have been revised to conform to the current year presentation.

For the years ended December 31, 2014 and 2013, the Plan's investments (including investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	Year Ended December 31,	
	2014	2013
Common stock	\$ 8,963,579	\$ 67,962,528
Registered investment companies	1,937,343	14,367,023
Hedge funds	416,888	9,286,694
Common / collective trusts	(3,246,054)	11,922,485
Limited partnerships	1,887,838	12,003,341
Preferred stock	369,381	146,860
Other investments	951,019	(292,239)
Net appreciation in fair value of investments	<u>\$ 11,279,994</u>	<u>\$ 115,396,692</u>

NOTE 8. FAIR VALUE OF ASSETS

Fair value is defined as the price that would be received to sell an asset in an orderly transaction between market participants at the reporting date. The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

- *Level 1:* Unadjusted quoted prices in active markets for identical assets and liabilities.
- *Level 2:* Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.
- *Level 3:* Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The valuation techniques applied maximized the use of observable inputs and minimized the use of non-observable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value:

- *Common and Preferred Stock:* Valued at the closing price reported on the active market on which the securities are traded.
- *Registered Investment Companies:* Valued at quoted market prices, which represent the net asset value of the securities held in such funds at year end. Registered investment companies primarily consisted of investments in international equities and emerging market bonds at December 31, 2014, as well as investments in U.S. equities at December 31, 2013.
- *Common/Collective Trusts:* The Plan uses the practical expedient election for the fair value of these investments as the investments are valued at the net asset value of shares held by the Plan at year end. All of the investments in common collective trust funds represent exchange-traded securities with readily observable prices. Common/collective trusts primarily consisted of investments in money market instruments with short maturities at December 31, 2014 and international equities and mutual funds at December 31, 2013.
- *Limited Partnerships:* The Plan uses the practical expedient election for the fair value of these investments as the investments are valued at the net asset value of shares held by the Plan at year end. All of the investments in limited partnerships represent exchange-traded securities with readily observable prices. There are two limited partnerships.
 - † MFP Partners, LP has a quarterly redemption frequency with a 60-day notice period. This partnership seeks high long-term returns following a value-oriented investment approach. The partnership may invest in a variety of securities, including U.S. and international equities, debt securities and preferred stocks.
 - † Van Biema Global Value Fund, LP has an annual redemption frequency on the calendar year end with a 120-day notice period. The fund invests in approximately 10 to 20 funds that employ a range of value-oriented investment philosophies.
- *Hedge Funds:* The Plan uses the practical expedient election for the fair value of these investments as the investments are valued at the net asset value of shares held by the Plan at year end. All of the investments in hedge funds represent exchange-traded securities with readily observable prices. There are five hedge funds.
 - † Kingstown Partners Offshore Ltd fund has a graduated redemption period over 10 sequential quarters with a 90-day notice period. The hedge fund's investment objective is to deliver superior risk adjusted returns by employing a value-oriented, event-driven strategy. The fund invests across the capital structure in debt and equity investments.

- † Van Biema Value Ltd fund has an annual redemption frequency with a 120-day notice period. The fund invests in approximately 10 to 20 funds that employ a range of value-oriented investment philosophies. The investment strategy of this fund centers on long-term returns with a strong focus on capital preservation.
- † Van Biema Asia Value Ltd, consisting of three funds, has an annual redemption frequency on the calendar year end with a 120-day notice period. The funds' investment objectives are to achieve long-term capital appreciation through a program of investments in investment partnerships, managed accounts and other investment vehicles that primarily invest in equity securities and other financial instruments.
- *Other*: Valued at quoted market prices, which represent the net asset value of the securities held in such funds at year end. This category primarily consists of real estate investment trusts and other funds.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while management of the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Assets measured at fair value are as follows:

	December 31, 2014			
	Total	Level 1	Level 2	Level 3
Cash - interest bearing	\$ 26,513,295	\$ 26,513,295	\$ —	\$ —
Preferred stock	843,273	843,273	—	—
Common stock				
U.S. equities	159,886,815	159,886,815	—	—
International equities	34,113,976	34,113,976	—	—
Hedge funds	65,306,803	—	—	65,306,803
Limited partnerships	60,275,846	—	—	60,275,846
Registered investment companies	25,809,652	25,809,652	—	—
Common / collective trusts	49,266,165	49,266,165	—	—
Other	6,458,525	6,458,525	—	—
Total assets at fair value	<u>\$ 428,474,350</u>	<u>\$ 302,891,701</u>	<u>\$ —</u>	<u>\$ 125,582,649</u>

	December 31, 2013			
	Total	Level 1	Level 2	Level 3
Cash - interest bearing	\$ 26,522,677	\$ 26,522,677	\$ —	\$ —
Preferred stock	4,921,494	4,921,494	—	—
Common stock				
U.S. equities	187,443,312	187,443,312	—	—
International equities	48,895,750	48,895,750	—	—
Hedge funds	64,889,915	—	—	64,889,915
Limited partnerships	52,108,260	—	—	52,108,260
Registered investment companies	83,672,594	83,672,594	—	—
Common / collective trusts	95,908,153	95,908,153	—	—
Other	13,251,319	13,251,319	—	—
Total assets at fair value	<u>\$ 577,613,474</u>	<u>\$ 460,615,299</u>	<u>\$ —</u>	<u>\$ 116,998,175</u>

Summary of changes in the fair value of the Plan's Level 3 assets are as follows:

	Year ended December 31,			
	2014		2013	
	Hedge Funds	Limited Partnerships	Hedge Funds	Limited Partnerships
Balance, beginning of year	\$ 64,889,915	\$ 52,108,260	\$ 55,603,221	\$ 40,094,710
Unrealized gains (losses) relating to instruments still held at the reporting date ⁽¹⁾	416,888	1,167,586	9,286,694	12,013,550
Sales, issuances and settlements	—	7,000,000	—	—
Balance, end of year	<u>\$ 65,306,803</u>	<u>\$ 60,275,846</u>	<u>\$ 64,889,915</u>	<u>\$ 52,108,260</u>

⁽¹⁾ Unrealized gains and losses included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

The following table represents significant unobservable inputs used in the fair value measurement of Level 3 assets:

Instrument	Fair Value	Valuation Technique	Unobservable Input	Range
Hedge Funds	\$ 65,306,803	Net Asset Value	Net Asset Value	⁽¹⁾
Limited Partnerships	\$ 60,275,846	Net Asset Value	Net Asset Value	⁽¹⁾

⁽¹⁾ The range has not been disclosed due to the wide range of possible values given the diverse nature of the underlying investments.

The significant unobservable input used in the fair value measurement of the Plan's Level 3 assets is the net asset value of its hedge funds and limited partnerships. Net asset value is the total value of a fund's assets less liabilities. Significant increases or decreases in inputs used to calculate funds' net asset value in isolation would result in a significantly lower or higher fair value measurement. An increase in net asset value would result in an increase in a fair value measurement.

NOTE 9. RISKS AND UNCERTAINTIES

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

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

NOTE 10. PARTY-IN-INTEREST TRANSACTIONS

All transactions with the Company, Trustee, the Plan's benefit administrator, service providers or participants are considered party-in-interest transactions. Certain Plan assets are invested in funds managed by the Trustee and GMO (an investment advisor of the Plan); therefore, these transactions qualify as party-in-interest transactions. Expenses for accounting, administrative and investment services are charged to the Plan and totaled \$6.0 million and \$3.9 million in 2014 and 2013, respectively.

SUPPLEMENTAL INFORMATION

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Common stock:			
	3M Co.	1,806	\$ 94,460	\$ 296,762
	ABM INDS INC	9,400	235,318	269,310
	ACI Worldwide Inc.	72,000	1,109,041	1,452,240
	ADR Heineken NV	10,020	158,470	354,007
	ADR National Bank Greece SA	51,309	813,495	726,535
	ADR Nestle SA	8,818	188,363	643,273
	ADR Trinity Biotech PLC	39,100	866,866	684,641
	ADR Unilever NV	10,997	213,277	429,323
	Alleghany Corp.	1,226	445,022	568,251
	Ally Finl Inc.	55,800	1,515,500	1,317,996
	AMER (American International Group) P-Note	54,100	1,083,610	1,331,942
	Amer Nat'l Ins Co.	2,045	155,030	233,662
	American International Group Inc	37,000	1,252,756	2,072,370
	Anixter INTL Inc	5,700	482,526	504,222
	Antofagasta	15,960	196,448	187,264
	Applied Indl Technologies Inc.	32,073	1,325,771	1,462,208
	Aptargroup Inc.	3,610	195,573	241,292
	Arrow Electric Inc.	4,100	155,106	237,349
	Atmel Corp.	89,100	834,263	747,995
	Atmos Energy Corp.	2,700	88,107	150,498
	Atrion Corp.	1,697	212,181	576,997
	Aurora LPG Holdings AS	223,785	1,816,009	1,567,007
	Avance Gas Hldgs	173,800	3,060,710	2,364,452
	Avnet Inc.	6,300	222,437	271,026
	AVX Corp.	157,776	2,093,278	2,208,864
	Axel Springer SE	9,323	328,657	564,967
	Babcock & Wilcox Co.	22,600	679,901	684,780
	Bank New York Mellon Corp.	11,400	244,266	462,498
	Bank of America Corp.	151,100	1,778,443	2,703,179
	Baxter International Inc.	3,475	144,539	254,683
	Bed Bath & Beyond Inc.	42,000	2,257,324	3,199,140
	Belden Inc.	5,300	254,611	417,693
	Berkley W R Corp.	4,500	145,355	230,670
	Berkshire Hathaway Inc. Class A	26	2,692,030	5,876,000
	Berkshire Hathaway Inc. Class B	30,599	2,614,332	4,594,440
	BGC Partners Inc. Class A	46,400	262,730	424,560
	Bio Rad Labs Inc.	4,000	307,116	482,240
	Boingo Wireless Inc.	36,878	298,564	282,854
	Bonanza Creek Energy Inc.	19,700	434,674	472,800
	Bowl America Inc. Class A	12,779	183,736	182,995
	Brown & Brown Inc.	6,779	206,692	223,097
	Buckle Inc.	23,600	977,658	1,239,472
	BW LPG Ltd	52,500	362,364	366,920

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	C H Robinson Worldwide Inc.	2,000	114,714	149,780
	C R Bard	1,685	179,884	280,755
	Cabelas Inc.	8,848	567,622	466,378
	Calavo Growers Inc.	8,500	218,456	402,050
	Cardinal Finl Corp.	31,300	518,153	620,679
	Carlisle Companies Inc.	6,200	406,052	559,488
	Caseys Gen Stores Inc.	5,350	296,550	483,212
	Cash Amer Invt Inc.	22,200	542,987	502,164
	Cbiz Inc.	141,164	905,040	1,208,364
	Central Stl & Wire Co.	90	61,424	67,253
	Children's Place Inc.	52,900	2,720,589	3,015,300
	Cinemark Holdings Inc.	17,500	462,370	622,650
	Cintas Corp.	3,200	115,066	251,008
	Cisco Systems, Inc.	11,655	212,281	324,184
	Clorox Co.	2,600	169,896	270,946
	CNP Assurances	21,500	396,402	383,087
	Columbia BKG SYS Inc.	33,700	741,132	930,457
	Comm Bancshares Inc.	4,624	158,988	201,098
	ConocoPhillips	2,330	88,935	160,910
	Convergys Corp.	65,691	979,538	1,338,126
	Croda International	14,696	369,971	609,990
	CSS Inds Inc.	46,600	1,053,213	1,288,024
	Dana Holding Corp.	55,752	1,238,706	1,212,048
	Danaher Corp.	7,082	196,667	606,998
	Del Friscos Restaurant Group	23,500	505,124	557,890
	Devon Energy Corp.	7,195	368,666	440,406
	Diageo	14,728	270,118	424,501
	Dorian LPG Limited	70,900	1,085,415	984,801
	Eaton Corp.	4,850	266,866	329,606
	Emcor Group Inc.	8,132	225,474	361,793
	Emerson Electric Co.	3,765	124,829	232,413
	Enerflex Ltd.	1,400	20,996	19,811
	Energysys	10,604	388,389	654,479
	EPR PPTYS	14,000	562,635	806,820
	Fastenal Co.	65,350	1,467,542	3,108,046
	Finish Line Inc. Class A	74,800	1,597,664	1,818,388
	Foster L B Co. Class A	31,400	1,195,310	1,525,098
	Frischs Restaurants Inc.	33,500	736,222	897,800
	G4S PLC	95,144	381,713	412,274
	Gentherm Inc.	7,400	270,497	270,988
	Genworth Finl Inc.	103,200	909,791	877,200
	Globus Med. Inc. Class A	39,300	602,962	934,161
	Goldman Sachs Group Inc.	2,906	425,613	563,270
	Golub Capital BDC Inc.	33,300	628,164	597,069

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Google Inc. Class A	1,070	270,910	567,806
	Google Inc. Class C	2,570	643,161	1,352,848
	Grainger W W Inc.	500	117,743	127,445
	Halliburton Co.	8,485	288,530	333,715
	Haverty Furniture Cos Inc.	15,656	364,041	344,589
	Hawkins Inc.	15,233	527,509	660,046
	Heineken Holding	5,310	256,142	333,669
	Henkel AG & Co. KGAA	2,749	82,368	267,578
	Hercules Technology Growth Cap. Inc.	44,400	442,405	660,672
	Hiscox	48,375	309,545	543,464
	Honda Motor Co.	3,055	90,317	89,845
	Howard Hughes Corp.	11,500	890,150	1,499,830
	HRT Participacoes	3,215	456,339	5,588
	HSBC Holdings	25,694	235,530	243,826
	Hubbell Inc. Class B	7,100	262,647	758,493
	Hurco Co.	7,298	180,551	248,789
	IAC / Interactivecorp	17,200	562,051	1,045,588
	Idex Corp.	1,900	77,227	147,896
	Idexx Labs Inc.	11,819	411,411	1,752,403
	IMI	26,010	435,289	512,223
	Imperial Tobacco	8,694	293,845	384,452
	Innospec Inc.	20,750	848,782	886,025
	Interdigital Inc.	24,800	897,353	1,311,920
	International Business Machines Corp.	2,609	343,395	418,588
	Interpublic Group Companies Inc.	409	4,577	8,495
	J2 Global Inc.	17,214	390,839	1,067,268
	Jacobs Engr Group Inc.	9,084	434,003	405,964
	Johnson & Johnson	4,516	261,522	472,238
	Joy Global Inc.	2,555	141,911	118,859
	JP Morgan Chase & Co.	90,710	1,188,190	1,886,768
	Kaman Corp.	35,527	749,051	1,424,277
	Kar Auction Services Inc.	55,400	758,538	1,919,610
	Knowles Corp.	34,400	783,546	810,120
	Krispy Kreme Doughnuts Inc.	41,500	714,795	819,210
	Laboratory Corp. American Holdings	4,100	377,746	442,390
	Lancaster Colony Corp.	6,911	274,009	647,146
	Leggett & Platt Inc.	10,800	273,409	460,188
	Ligand Pharmaceuticals Incorporated Class B	31,400	1,627,211	1,670,794
	M & T BK Corp.	3,700	406,784	464,794
	MDC Partners Inc. Class A	76,258	851,716	1,732,582
	Media Gen Inc.	25,863	447,171	432,688
	Mediaset Espana	12,818	153,314	162,006
	Mednax Inc.	1,654	83,806	109,346
	Mercury Gen Corp.	3,700	143,482	209,679

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Meredith Corp.	37,000	1,405,481	2,009,840
	Micron Tech. Inc.	78,600	1,171,386	2,751,786
	Minerals Technologies Inc.	17,300	573,641	1,201,485
	Mohawk Inds Inc.	9,684	848,657	1,504,506
	Motorcar Pts & Accessories Inc.	23,500	746,399	730,615
	MTS Sys Corp	2,349	92,834	176,245
	Muenchener Rueckve	1,277	191,916	256,123
	Nat'l Presto Inds Inc.	23,496	1,421,565	1,363,708
	Nat'l Westn Life Ins. Co. Class A	591	60,282	159,127
	Neenah Paper Inc.	20,603	1,052,460	1,241,743
	Nelnet Inc. Class A	11,116	214,713	515,004
	Noble Corporation PLC	22,260	658,226	368,848
	Norfolk Southern Corp.	4,100	280,453	449,401
	Northern Offshore	116,278	197,870	63,896
	Northern Trust Corp	5,000	226,520	337,000
	Novartis AG	8,795	393,206	817,409
	Novozymes AS	10,517	280,952	444,008
	Omniceil Inc.	9,700	207,109	321,264
	Omnicom Group Inc.	7,732	193,555	598,998
	O'Reilly Automotive Inc.	14,233	455,029	2,741,560
	Pacific Ethanol Inc.	59,400	667,095	613,602
	Pacific Rubiales	11,000	198,158	68,284
	Pacwest Bancorp	38,866	1,728,371	1,766,848
	Park Electrochemical Corp.	18,850	466,421	469,931
	Patterson Cos Inc.	8,100	270,871	389,610
	PDF Solutions Inc.	63,100	1,025,488	937,666
	Performance Sports Group LTD	31,900	547,805	573,881
	Perrigo Company Limited	4,289	236,740	716,949
	Philip Morris International Inc.	2,625	106,951	213,806
	Piedmont Natural Gas Inc.	13,000	412,668	512,330
	Plantronics Inc.	21,822	596,393	1,157,002
	PMI Group Inc.	5,200	22,100	31,200
	Popeyes LA Kitchen Inc.	5,900	247,974	331,993
	Praxair Inc.	4,994	416,558	647,023
	Precision Castparts Corp.	7,683	526,247	1,850,681
	Progress Software Corp.	34,770	788,918	939,485
	Progressive Corp.	17,280	397,071	466,387
	Provident Financial Group	6,575	82,813	252,406
	Qinetiq Group	83,944	204,884	245,942
	Rayonier Advanced Matls Inc.	31,200	945,258	695,760
	Regal Beloit Corp.	7,600	453,336	571,520
	Retail Holdings Inc.	75,773	1,319,552	1,667,006
	Richemont	5,765	500,250	515,204
	Roadrunner Transportation Systems Inc.	60,400	1,304,399	1,410,340

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Roche Holdings AG	2,552	366,013	693,187
	Royal Dutch Shell PLC Class A	14,192	471,812	475,006
	RPC Inc.	43,030	615,182	561,111
	Safran SA	6,145	201,163	381,083
	Scansource Inc.	37,979	1,468,158	1,525,237
	Scholastic Corp.	52,300	1,624,303	1,904,766
	Schweitzer-Mauduit International Inc.	34,000	1,538,799	1,438,200
	Serco Group	32,924	201,468	82,498
	Silgan Holdings Inc.	34,050	432,266	1,825,080
	Sirona Dental Systems Inc.	6,852	280,869	598,659
	Six Flags Entertainment Corp.	31,592	445,294	1,363,195
	Smucker J M Co.	5,664	502,471	571,951
	Sonoco Products Co.	8,950	316,281	391,115
	St Peter Port Capital Ltd.	10,200	6,102	6,441
	Standard Chartered PLC	41,435	794,342	622,170
	Standard Motor Products Inc.	70,000	2,249,591	2,668,400
	Steris Corp.	3,100	116,138	201,035
	Synaptics Inc.	6,100	391,583	419,924
	Techtarget Inc.	26,100	262,176	296,757
	Teledyne Technologies Inc.	15,067	611,344	1,547,984
	Teradyne Inc.	61,500	875,861	1,217,085
	Tidewater Inc.	10,530	476,470	341,277
	Tiffany & Co.	6,535	391,610	698,330
	TJX Cos. Inc.	66,142	871,855	4,536,018
	TNT Express NV	21,030	162,438	141,004
	Torchmark Corp.	6,337	104,293	343,275
	Total	11,465	553,857	589,889
	Tribune Media Co. Class A	3,500	192,612	209,195
	Tribune PUBG Co.	300	3,603	6,870
	Trimble NAV Ltd.	16,904	259,216	448,632
	Ultra Pete Corp.	5,099	138,482	67,103
	Unifirst Corp.	23,260	1,440,713	2,824,927
	Union Pacific Corp.	2,356	52,132	280,670
	United Financial Bancorp Inc.	77,025	1,086,960	1,106,079
	United States Antimony Corp.	237,094	477,069	165,966
	Universal Corp.	27,100	1,362,152	1,191,858
	UTD o/s Bank	15,600	179,008	288,784
	Valeant Pharmaceuticals International Inc.	83,755	2,048,609	11,986,179
	Vallourec SA	5,495	210,238	151,270
	Valmont INDS Inc.	10,200	1,442,506	1,295,400
	Varian Medical Systems Inc.	3,930	248,655	339,984
	Visa Inc. Class A	4,771	364,785	1,250,956
	Waddell & Reed Finl Inc. Class A	3,200	158,377	159,424
	Wal-Mart Stores Inc.	11,459	556,971	984,099

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Waters Corp.	5,927	448,701	668,091
	Weis Market Inc.	23,106	943,386	1,104,929
	Wells Fargo & Co.	12,990	333,013	712,112
	Werner Enterprises Inc.	11,400	266,996	355,110
	White Mountain Insurance Group	910	415,791	573,400
	World Fuel Service	35,400	1,222,501	1,661,322
	Zimmer Biomet Holdings Inc.	1,600	96,365	181,472
	Zurich Insurance Group AG	1,125	180,750	352,903
			<u>\$ 131,688,001</u>	<u>\$ 194,000,791</u>
	Preferred stock:			
	Volkswagen AG	2,239	\$ 475,255	\$ 500,273
	RBS Capital Funding Trust VI	14,000	281,866	343,000
			<u>\$ 757,121</u>	<u>\$ 843,273</u>
	Temporary investments:			
	Cash - interest bearing	26,513,295	\$ 26,513,295	\$ 26,513,295
			<u>\$ 26,513,295</u>	<u>\$ 26,513,295</u>
	Common / collective trusts:			
*	Northern Trust Coltv Short Term Investment Fund	49,266,165	\$ 49,266,165	\$ 49,266,165
			<u>\$ 49,266,165</u>	<u>\$ 49,266,165</u>
	Registered investment companies:			
*	MFO GMO Trust Emerging Country Debt Class III	514,433	\$ 4,775,485	\$ 4,799,655
*	MFO GMO Trust Foreign Small Class III	1,269,581	16,434,901	17,951,877
	MFC Proshares Trust Short	78,200	1,402,032	1,208,190
	MFC Proshares Trust Short MSCI	36,600	958,203	963,678
	MFC Proshares Trust Short QQQ	14,900	980,795	886,252
			<u>\$ 24,551,416</u>	<u>\$ 25,809,652</u>
	Hedge funds:			
	CF Kingstown Partners Offshore Ltd.	4,871	\$ 5,000,000	\$ 6,774,703
	CF van Biema Asia Value Ltd. CL C SER 0111 FD	5,000	5,000,000	5,705,100
	CF van Biema Asia Value Ltd. CL C SER 0211 FD	5,000	5,000,000	5,859,700
	CF van Biema Asia Value Ltd. CL C SER 0411 FD	10,000	10,000,000	11,432,900
	CF van Biema Value Ltd. CL B SER 05059 FD	20,000	20,000,000	35,534,400
			<u>\$ 45,000,000</u>	<u>\$ 65,306,803</u>
	Limited partnerships:			
	MFP Partners, LP	20,000,000	\$ 20,000,000	\$ 48,077,600
	van Biema Global Value Fund, LP	12,000,000	12,000,000	12,198,246
			<u>\$ 32,000,000</u>	<u>\$ 60,275,846</u>

FMC TECHNOLOGIES, INC. EMPLOYEES'

RETIREMENT PROGRAM

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Other miscellaneous investments:			
	Greece IDX/LKD	50,400	\$ 1,559	\$ 439
	Hersha Hospitality Trust Prty Class A	149,400	904,532	1,050,282
	Medical PPTYS Trust Inc.	103,400	1,167,581	1,424,852
	Starwood Property Trust Inc.	27,500	595,205	639,100
	Starwood Waypoint Resdntl Trust	20,900	566,918	551,133
	Two HBRs INVT Corp.	107,100	1,029,402	1,073,142
	Winthrop Rlty Trust	110,300	1,675,635	1,719,577
			<u>\$ 5,940,832</u>	<u>\$ 6,458,525</u>
			<u>\$ 315,716,830</u>	<u>\$ 428,474,350</u>

Note: The above data is based upon information which has been certified by The Northern Trust Company, Trustee of the plan, as complete and accurate. Cost refers to historical cost.

*Party-in-interest.

**FMC TECHNOLOGIES, INC. EMPLOYEES’
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4j – Schedule of Reportable Transactions

Year ended December 31, 2014

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	Total number of transactions		(c) Purchase price	(d) Selling price	(f) Expenses incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)	
		Purchases	Sales							
Category (i) – Single transactions in excess of 5%										
	CF GMO ERISA Pool Fund	—	1	\$ —	\$ 55,840,950	\$ —	\$ 31,254,229	\$ 55,840,950	\$ 24,586,721	
	Coltv Short Term Investment Fund	1	—	64,580,710	—	—	64,580,710	64,580,710	—	
	Coltv Short Term Investment Fund	1	—	59,841,880	—	—	59,841,880	59,841,880	—	
	Coltv Short Term Investment Fund	1	—	53,564,298	—	—	53,564,298	53,564,298	—	
	Coltv Short Term Investment Fund	—	1	—	45,450,503	—	45,450,503	45,450,503	—	
	Coltv Short Term Investment Fund	—	1	—	69,045,829	—	69,045,829	69,045,829	—	
	MFO GMO US Qual Fund III	—	1	—	64,118,854	—	49,996,432	64,118,854	14,122,422	
Category (ii) – Series of non-security transactions with same party in excess of 5%										
Northern Trust Chicago	Brazilian real	3	—	\$ —	\$ —	\$ —	\$ 276,880	\$ 271,082	\$ (5,798)	
Northern Trust Chicago	Brazilian real	—	3	—	—	—	(135,755)	(135,549)	206	
Northern Trust Chicago	British pound sterling	15	—	—	—	—	1,747,605	1,745,527	(2,078)	
Northern Trust Chicago	British pound sterling	—	20	—	—	—	(1,383,637)	(1,326,626)	57,011	
Northern Trust Chicago	Canadian dollar	6	—	—	—	—	342,770	340,762	(2,008)	
Northern Trust Chicago	Canadian dollar	—	1	—	—	—	(190,000)	(177,078)	12,922	
Northern Trust Chicago	Danish krone	—	1	—	—	—	(3,087)	(3,102)	(15)	
Northern Trust Chicago	Euro	12	—	—	—	—	17,082,253	17,060,506	(21,747)	
Northern Trust Chicago	Euro	—	20	—	—	—	(3,935,882)	(3,715,421)	220,461	
Northern Trust Chicago	Japanese yen	4	—	—	—	—	17,213,430	17,248,837	35,407	
Northern Trust Chicago	Japanese yen	—	3	—	—	—	(192,542)	(187,437)	5,105	
Northern Trust Chicago	Norwegian krone	16	—	—	—	—	5,248,965	5,248,259	(706)	
Northern Trust Chicago	Norwegian krone	—	1	—	—	—	(5,205)	(5,204)	1	
Northern Trust Chicago	Singapore dollar	1	—	—	—	—	223,561	225,252	1,691	
Northern Trust Chicago	Singapore dollar	—	1	—	—	—	(265,000)	(262,169)	2,831	
Northern Trust Chicago	Swiss franc	6	—	—	—	—	1,320,111	1,322,198	2,087	
Northern Trust Chicago	Swiss franc	—	11	—	—	—	(1,679,040)	(1,605,798)	73,242	
Northern Trust Chicago	United States dollar	61	—	—	—	—	7,790,147	7,790,147	—	
Northern Trust Chicago	United States dollar	—	63	—	—	—	(43,455,574)	(43,455,574)	—	
Category (iii) – Series of transactions by issue in excess of 5% ⁽¹⁾										
	CF GMO ERISA Pool Fund	—	5	\$ —	\$ 56,246,387	\$ —	\$ 31,474,712	\$ 56,246,387	\$ 24,771,675	
	Coltv Short Term Investment Fund	339	—	211,197,430	—	—	211,197,430	211,197,430	—	
	Coltv Short Term Investment Fund	—	353	—	198,346,977	—	198,346,977	198,346,977	—	
	MFO GMO US Qual Fund III	3	—	6,408,942	—	—	6,408,942	6,408,942	—	
	MFO GMO US Qual Fund III	—	1	—	64,118,854	—	49,996,432	64,118,854	14,122,422	

(1) Includes single transactions

Note: The above represents a series of transactions or single transaction in excess of 5% of the current value of plan assets at the beginning of the year. Cost refers to historical cost.

Note: The above data is based upon information which has been certified by The Northern Trust Company, trustee of the plan, as complete and accurate.

See accompanying report of independent certified public accountants.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data

Distribution of active participants for Salaried and Non-union Hourly employees

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 to 29	0		0		6		2		0		0		0		0		0		0	
30 to 34	0		0		24	96,969	43	105,116	0		0		0		0		0		0	
35 to 39	0		0		19		71	116,149	33	113,515	1		0		0		0		0	
40 to 44	0		0		15		68	119,460	49	108,966	8		1		0		0		0	
45 to 49	0		0		14		46	109,627	44	135,123	36	126,159	14		0		0		0	
50 to 54	0		0		7		49	109,868	57	102,891	37	105,500	42	124,290	26	103,060	2		0	
55 to 59	0		0		15		30	86,395	45	110,446	31	109,244	38	107,487	46	110,561	51	91,544	3	
60 to 64	0		0		8		12		27	89,000	20	132,377	24	85,826	27	108,288	26	169,337	7	
65 to 69	0		0		1		9		10		8		6		6		6		6	
70 & UP	0		0		0		0		2		1		1		0		0		0	

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
 EIN / PN: 36-4412642 / 001
 Plan Sponsor: FMC Technologies, Inc.
 Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data

Distribution of active participants for Frozen employees

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Annual Bft.	No.	Avg. Annual Bft.	No.	Avg. Annual Bft.	No.	Avg. Annual Bft.	No.	Avg. Annual Bft.	No.	Avg. Annual Bft.	No.	Avg. Annual Bft.	No.	Avg. Annual Bft.	No.	Avg. Annual Bft.	No.	Avg. Annual Bft.
Under 25	0		0		1		0		0		0		0		0		0		0	
25 to 29	11		35	516	121	1,336	0		0		0		0		0		0		0	
30 to 34	7		42	516	249	1,832	0		0		0		0		0		0		0	
35 to 39	2		26	569	169	1,806	3		0		0		0		0		0		0	
40 to 44	1		17		147	2,055	1		1		0		0		0		0		0	
45 to 49	0		19		98	2,382	0		1		0		0		0		0		0	
50 to 54	2		16		85	2,107	0		0		0		0		0		0		0	
55 to 59	4		9		58	2,236	0		0		0		0		0		0		0	
60 to 64	0		7		34	1,969	0		0		0		0		0		0		0	
65 to 69	1		0		15		0		0		0		0		0		0		0	
70 & UP	0		0		2		0		0		0		0		0		0		0	

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
 EIN / PN: 36-4412642 / 001
 Plan Sponsor: FMC Technologies, Inc.
 Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data

Distribution of active participants for Union Hourly employees

Attained Age	Years of Credited Service									
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & Over
	No.	No.	No.	No.	No.	No.	No.	No.	No.	No.
Under 25	0	2	0	0	0	0	0	0	0	0
25 to 29	0	2	1	0	0	0	0	0	0	0
30 to 34	0	2	2	0	0	0	0	0	0	0
35 to 39	0	0	3	0	0	0	0	0	0	0
40 to 44	0	2	1	0	0	0	0	0	0	0
45 to 49	0	3	2	0	1	0	0	0	0	0
50 to 54	0	3	2	0	0	3	0	0	0	0
55 to 59	0	4	1	0	2	4	3	3	6	1
60 to 64	0	1	4	0	1	1	2	0	10	5
65 to 69	0	0	0	0	0	0	0	0	3	2
70 & UP	0	0	0	0	0	0	0	0	0	0

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
 EIN / PN: 36-4412642 / 001
 Plan Sponsor: FMC Technologies, Inc.
 Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

- Applicable month September
- Interest rate basis 3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
● First segment rate (10-year rate)	4.99%	1.37%
● Second segment rate (20-year rate)	6.32%	4.05%
● Third segment rate (30-year rate)	6.99%	5.06%
● Effective interest rate	6.54%	4.46%

Annual rates of increase

- Compensation:
 - Representative rates

Attained Age	Salary Increases
20	10.25%
25	8.25%
30	7.25%
35	6.25%
40	5.75%
45	4.75%
50	3.75%
55	3.75%
60	3.75%
65	3.75%

- Future Social Security wage bases 3.00%
- Statutory limits on compensation 2.50%

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
EIN / PN: 36-4412642 / 001
Plan Sponsor: FMC Technologies, Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods (continued)

Demographic Assumptions

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

Mortality

- **Healthy** Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2029 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2021 using Scale AA).
- **Disabled** Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2029 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2021 using Scale AA).

Termination

Rates varying by age and service.

Representative Termination Rates

Percentage leaving during the year			
Attained Age	Years of Service		
	0-1	2-4	5+
22	20.00%	15.00%	15.00%
27	20.00	15.00	11.90
32	20.00	15.00	7.30
37	20.00	15.00	7.40
42	20.00	15.00	7.30
47	20.00	15.00	6.80
52	20.00	15.00	6.70

Disability

The rates at which participants become disabled by age and gender are shown below:

Percentage		
Attained Age	Disability Incidence	
	Male	Female
20	0.029%	0.030%
25	0.038	0.047
30	0.048	0.080
35	0.069	0.136
40	0.117	0.211
45	0.202	0.323
50	0.358	0.533
55	0.722	0.952
60	1.256	1.159
65	1.753	1.358

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
EIN / PN: 36-4412642 / 001
Plan Sponsor: FMC Technologies, Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V

Statement of Actuarial Assumptions/Methods (continued)

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Percentage retiring during the year	
Attained Age	Rate
55	2.5%
56	2.5%
57	2.5%
58	2.5%
59	2.5%
60	5.0%
61	10.0%
62	15.0%
63	10.0%
64	10.0%
65	20.0%
66	30.0%
67	30.0%
68	40.0%
69	80.0%
70+	100.0%

Benefit commencement date:

- Preretirement death benefit The later of the death of the active participant or the date the participant would have attained earliest commencement age.
- Deferred vested benefit 25% of current and future deferred vested participants are assumed to commence at 62 and 75% of current and future deferred vested participants are assumed to commence at 65.
- Disability benefit Upon disablement
- Retirement benefit Upon termination of employment

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
EIN / PN: 36-4412642 / 001
Plan Sponsor: FMC Technologies, Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V

Statement of Actuarial Assumptions/Methods (continued)

Form of payment	Form of Payment	Single Life	50% Joint & Survivor
	Active retirements	50%	50%
	Future vested deferreds	50%	50%
	Future disabilities	50%	50%
	Future deaths	0%	100%
	Current vested deferreds	50%	50%
Percent married	80% of males; 60% of females.		
Spouse age	Wife three years younger than husband.		
Covered pay	Assumed plan compensation for the year beginning on the valuation date was determined as pensionable earnings without bonus provided by Aon Hewitt for the prior year plus target bonus provided by the employer, adjusted at the assumed compensation increase rate.		
Administrative expenses	Expected administrative expenses (assumed to equal prior year administrative expenses adjusted for current year PBGC Premiums) are included in normal cost.		
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month.		

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
EIN / PN: 36-4412642 / 001
Plan Sponsor: FMC Technologies, Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods (continued)

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits as required by regulations under IRC §430.
Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.
Actuarial value of assets [for determining minimum required contributions]	<p>Average of the fair market value of assets on the valuation date and 12 and 24 months preceding the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings of 7.00% (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2013 plan year.)</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.</p>
Benefits not valued	All benefits described in the Plan Provisions section of this report were valued based on discussions with FMC Technologies, Inc. regarding the likelihood that these benefits will be paid. Towers Watson has reviewed the plan provisions with FMC Technologies, Inc. and, based on that review, is not aware of any significant benefits required to be valued that were not.

Assumptions Rationale - Significant Economic and Demographic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
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Plan Name: FMC Technologies, Inc. Employees' Retirement Program
EIN / PN: 36-4412642 / 001
Plan Sponsor: FMC Technologies, Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V

Statement of Actuarial Assumptions/Methods (continued)

Mortality

Assumptions used for funding purposes are as prescribed by IRC §430(h).

Source of Prescribed Methods

Funding methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Changes in Assumptions and Methods

Change in assumptions since prior valuation

The segment interest rates used to calculate the funding target and target normal cost were updated to the current valuation date as required by IRC 430.

The mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvement, as required by IRC 430.

The assumed plan-related expenses added to the target normal cost were changed from \$3,032,737 to \$4,263,982.

The mortality table used to calculate ASC960 liabilities was changed from RP-2000 projected to 2018 based on combined rates for active employees and retirees with no collar adjustments to the mortality table required for funding purposes.

The pay projection assumption for variable compensation used was changed from a 3-year average to using current target bonus provided by FMC Technologies, Inc.

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
EIN / PN: 36-4412642 / 001
Plan Sponsor: FMC Technologies, Inc.
Valuation Date: January 1, 2014

**FMC TECHNOLOGIES, INC. EMPLOYEES’
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4j – Schedule of Reportable Transactions

Year ended December 31, 2014

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	Total number of transactions		(c) Purchase price	(d) Selling price	(f) Expenses incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)	
		Purchases	Sales							
Category (i) – Single transactions in excess of 5%										
	CF GMO ERISA Pool Fund	—	1	\$ —	\$ 55,840,950	\$ —	\$ 31,254,229	\$ 55,840,950	\$ 24,586,721	
	Coltv Short Term Investment Fund	1	—	64,580,710	—	—	64,580,710	64,580,710	—	
	Coltv Short Term Investment Fund	1	—	59,841,880	—	—	59,841,880	59,841,880	—	
	Coltv Short Term Investment Fund	1	—	53,564,298	—	—	53,564,298	53,564,298	—	
	Coltv Short Term Investment Fund	—	1	—	45,450,503	—	45,450,503	45,450,503	—	
	Coltv Short Term Investment Fund	—	1	—	69,045,829	—	69,045,829	69,045,829	—	
	MFO GMO US Qual Fund III	—	1	—	64,118,854	—	49,996,432	64,118,854	14,122,422	
Category (ii) – Series of non-security transactions with same party in excess of 5%										
Northern Trust Chicago	Brazilian real	3	—	\$ —	\$ —	\$ —	\$ 276,880	\$ 271,082	\$ (5,798)	
Northern Trust Chicago	Brazilian real	—	3	—	—	—	(135,755)	(135,549)	206	
Northern Trust Chicago	British pound sterling	15	—	—	—	—	1,747,605	1,745,527	(2,078)	
Northern Trust Chicago	British pound sterling	—	20	—	—	—	(1,383,637)	(1,326,626)	57,011	
Northern Trust Chicago	Canadian dollar	6	—	—	—	—	342,770	340,762	(2,008)	
Northern Trust Chicago	Canadian dollar	—	1	—	—	—	(190,000)	(177,078)	12,922	
Northern Trust Chicago	Danish krone	—	1	—	—	—	(3,087)	(3,102)	(15)	
Northern Trust Chicago	Euro	12	—	—	—	—	17,082,253	17,060,506	(21,747)	
Northern Trust Chicago	Euro	—	20	—	—	—	(3,935,882)	(3,715,421)	220,461	
Northern Trust Chicago	Japanese yen	4	—	—	—	—	17,213,430	17,248,837	35,407	
Northern Trust Chicago	Japanese yen	—	3	—	—	—	(192,542)	(187,437)	5,105	
Northern Trust Chicago	Norwegian krone	16	—	—	—	—	5,248,965	5,248,259	(706)	
Northern Trust Chicago	Norwegian krone	—	1	—	—	—	(5,205)	(5,204)	1	
Northern Trust Chicago	Singapore dollar	1	—	—	—	—	223,561	225,252	1,691	
Northern Trust Chicago	Singapore dollar	—	1	—	—	—	(265,000)	(262,169)	2,831	
Northern Trust Chicago	Swiss franc	6	—	—	—	—	1,320,111	1,322,198	2,087	
Northern Trust Chicago	Swiss franc	—	11	—	—	—	(1,679,040)	(1,605,798)	73,242	
Northern Trust Chicago	United States dollar	61	—	—	—	—	7,790,147	7,790,147	—	
Northern Trust Chicago	United States dollar	—	63	—	—	—	(43,455,574)	(43,455,574)	—	
Category (iii) – Series of transactions by issue in excess of 5% ⁽¹⁾										
	CF GMO ERISA Pool Fund	—	5	\$ —	\$ 56,246,387	\$ —	\$ 31,474,712	\$ 56,246,387	\$ 24,771,675	
	Coltv Short Term Investment Fund	339	—	211,197,430	—	—	211,197,430	211,197,430	—	
	Coltv Short Term Investment Fund	—	353	—	198,346,977	—	198,346,977	198,346,977	—	
	MFO GMO US Qual Fund III	3	—	6,408,942	—	—	6,408,942	6,408,942	—	
	MFO GMO US Qual Fund III	—	1	—	64,118,854	—	49,996,432	64,118,854	14,122,422	

(1) Includes single transactions

Note: The above represents a series of transactions or single transaction in excess of 5% of the current value of plan assets at the beginning of the year. Cost refers to historical cost.

Note: The above data is based upon information which has been certified by The Northern Trust Company, trustee of the plan, as complete and accurate.

See accompanying report of independent certified public accountants.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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

2014**This Form Is Open to Public
Inspection**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

▶ **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.

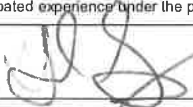
A Name of plan FMC TECHNOLOGIES, INC. EMPLOYEES' RETIREMENT PROGRAM		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF FMC TECHNOLOGIES, INC.		D Employer Identification Number (EIN) 36-4412642
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2014			
2 Assets:			
a Market value		2a	576808293
b Actuarial value		2b	519127464
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	2416	175718425	175718425
b For terminated vested participants.....	1920	57537948	57537948
c For active participants.....	2526	160166165	166111990
d Total.....	6862	393422538	399368363
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	6.54%	
6 Target normal cost.....	6	16575284	

Statement by Enrolled Actuary

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

**SIGN
HERE**

Signature of actuary

David Stablein

Type or print name of actuary

Towers Watson Delaware, Inc.

Firm name

1221 McKinney, Suite 2600

Houston TX 77010

Address of the firm

9/29/15

Date

1407207

Most recent enrollment number

713-754-5400

Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2014
v. 140124

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	18651975	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	8859346	
9 Amount remaining (line 7 minus line 8).....	9792629	0
10 Interest on line 9 using prior year's actual return of <u>26.16</u> %	2561752	0
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(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.37</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
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		
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).....	12354381	0

14	Funding target attainment percentage	14	126.89%
15	Adjusted funding target attainment percentage	15	129.98%
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	116.39%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

(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)

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

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

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

(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: 4.99%	2nd segment: 6.32%	3rd segment: 6.99%
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 64
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	16575284
b Excess assets, if applicable, but not greater than line 31a		31b	16575284
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	0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0		0
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	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

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

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

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Plan Provisions

Plan Provisions

The most recent amendment reflected in the following plan provisions was effective on April 1, 2011.

Covered employees	All salaried employees, non-union hourly employees paid on a salaried basis, or union hourly employees covered by a Collective Bargaining Agreement that specifically provides for plan participation.
Participation date	Covered employees enter the plan upon attainment of 1,000 hours of service within one year of their hire date.

Definitions

Vesting service	Elapsed time from date of hire to the nearest month.
Pension service	Elapsed time from date of plan participation to the nearest month.
Pensionable pay	The amount paid in cash to a Participant for a Plan Year, excluding severance pay, certain incentive payments, taxable fringe benefits and other items specifically excluded.
Average earnings	The average of the highest five consecutive calendar years of pensionable pay during the ten-year period ending on the earlier of the participant's termination date or retirement date.
Normal retirement date (NRD)	Age 65

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
EIN / PN: 36-4412642 / 001
Plan Sponsor: FMC Technologies, Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Plan Provisions (continued)

Monthly pension benefit

- Salaried / Non-Union One-twelfth of the sum of (a) and (b) multiplied by (c) but not less than the frozen FMC plan benefit as of December 31, 1990:
 - a) 1% of final average earnings up to covered compensation plus 1.5% of final average earnings in excess of covered compensation, times pension service projected to age 65 up to a maximum of 35 years.
 - b) 1.5% of final average earnings times pension service projected to age 65 in excess of 35 years.
 - c) The ratio of actual pension service to expected years of pension service at age 65.
- Union hourly – Smith Meter One-twelfth of the greater of (a) or (b):
 - a) Frozen benefit determined under the prior pay-related formula, if applicable.
 - b) A dollar multiplier times pension service: Smith Meter - \$38 per month per year of pension service (starting April 1, 2011).

Monthly preretirement death benefit

50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday.

Eligibility for Benefits

Normal retirement

Retirement on NRD.

Early retirement

- Salaried / Non-Union Retirement before NRD and on or after both attaining age 55 and completing ten years of pension service. For those hired before January 1, 1984, Retirement before NRD and on or after attaining age 55.
- Union hourly – Smith Meter Retirement before NRD and on or after both attaining age 57 and completing ten years of pension service.

Postponed retirement

Retirement after NRD.

Vested termination

Termination for reasons other than death or retirement after completing five years of vesting service.

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
EIN / PN: 36-4412642 / 001
Plan Sponsor: FMC Technologies, Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Plan Provisions (continued)

Disability

- Salaried / Non-Union None provided.
- Union hourly – Smith Meter Employee under age 62 is eligible upon attainment of 10 years of vesting service.

Preretirement death benefit Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse. Must be married for at least one year.

Benefits Paid Upon the Following Events

Normal retirement The monthly pension benefit determined as of NRD. For Salaried/Non-Union participants, the benefit will be increased \$1 per month for each \$120 of unwithdrawn employee contributions and interest credited to participant.

Early retirement

- Salaried / Non-Union The monthly pension benefit determined as of the early retirement date, reduced by 1/3 of 1% for each month early retirement precedes the participant's 62nd birthday. The benefit will be increased \$1 per month for each \$120 of unwithdrawn employee contributions and interest credited to participant and increased by \$3 for every year that early retirement precedes NRD.
- Union hourly – Smith Meter The monthly pension benefit determined as of the early retirement date, reduced by 4% for each year retirement precedes the participant's 62nd birthday.

Postponed retirement The monthly pension benefit determined as of the actual retirement date.

Vested termination The monthly pension benefit determined as of the termination date, reduced ½ of 1% for each month benefit commencement precedes NRD.

Disablement One-twelfth of \$58.00 times pension service reduced by worker's compensation benefits less present value of future payments on account of injury, disease, or disability under the Federal Social Security Act, payable immediately without reduction for early commencement.

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
EIN / PN: 36-4412642 / 001
Plan Sponsor: FMC Technologies, Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Plan Provisions (continued)

Preretirement death Amount equal to 50% of the monthly preretirement death benefit the participant would have received had he retired under a 50% joint and survivor annuity on the first of the month following his death, or his earliest commencement age, if later.

Other Plan Provisions

Forms of payment Preretirement death benefits are payable only as described above.

- Salaried / Non-Union Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of a 50% joint and survivor annuity option.
- Union hourly – All Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of a 100% joint and survivor annuity option.
- Union hourly – Smith Meter Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. Otherwise, benefits are paid in the form of a 50% joint and survivor annuity option.

Pension Increases None

Plan participants' contributions None

Maximum on benefits and pay All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. Increases in the dollar limits are not assumed for determining contributions.

Future Plan Changes

Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
EIN / PN: 36-4412642 / 001
Plan Sponsor: FMC Technologies, Inc.
Valuation Date: January 1, 2014

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Common stock:			
	3M Co.	1,806	\$ 94,460	\$ 296,762
	ABM INDS INC	9,400	235,318	269,310
	ACI Worldwide Inc.	72,000	1,109,041	1,452,240
	ADR Heineken NV	10,020	158,470	354,007
	ADR National Bank Greece SA	51,309	813,495	726,535
	ADR Nestle SA	8,818	188,363	643,273
	ADR Trinity Biotech PLC	39,100	866,866	684,641
	ADR Unilever NV	10,997	213,277	429,323
	Alleghany Corp.	1,226	445,022	568,251
	Ally Finl Inc.	55,800	1,515,500	1,317,996
	AMER (American International Group) P-Note	54,100	1,083,610	1,331,942
	Amer Nat'l Ins Co.	2,045	155,030	233,662
	American International Group Inc	37,000	1,252,756	2,072,370
	Anixter INTL Inc	5,700	482,526	504,222
	Antofagasta	15,960	196,448	187,264
	Applied Indl Technologies Inc.	32,073	1,325,771	1,462,208
	Aptargroup Inc.	3,610	195,573	241,292
	Arrow Electric Inc.	4,100	155,106	237,349
	Atmel Corp.	89,100	834,263	747,995
	Atmos Energy Corp.	2,700	88,107	150,498
	Atrion Corp.	1,697	212,181	576,997
	Aurora LPG Holdings AS	223,785	1,816,009	1,567,007
	Avance Gas Hldgs	173,800	3,060,710	2,364,452
	Avnet Inc.	6,300	222,437	271,026
	AVX Corp.	157,776	2,093,278	2,208,864
	Axel Springer SE	9,323	328,657	564,967
	Babcock & Wilcox Co.	22,600	679,901	684,780
	Bank New York Mellon Corp.	11,400	244,266	462,498
	Bank of America Corp.	151,100	1,778,443	2,703,179
	Baxter International Inc.	3,475	144,539	254,683
	Bed Bath & Beyond Inc.	42,000	2,257,324	3,199,140
	Belden Inc.	5,300	254,611	417,693
	Berkley W R Corp.	4,500	145,355	230,670
	Berkshire Hathaway Inc. Class A	26	2,692,030	5,876,000
	Berkshire Hathaway Inc. Class B	30,599	2,614,332	4,594,440
	BGC Partners Inc. Class A	46,400	262,730	424,560
	Bio Rad Labs Inc.	4,000	307,116	482,240
	Boingo Wireless Inc.	36,878	298,564	282,854
	Bonanza Creek Energy Inc.	19,700	434,674	472,800
	Bowl America Inc. Class A	12,779	183,736	182,995
	Brown & Brown Inc.	6,779	206,692	223,097
	Buckle Inc.	23,600	977,658	1,239,472
	BW LPG Ltd	52,500	362,364	366,920

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	C H Robinson Worldwide Inc.	2,000	114,714	149,780
	C R Bard	1,685	179,884	280,755
	Cabelas Inc.	8,848	567,622	466,378
	Calavo Growers Inc.	8,500	218,456	402,050
	Cardinal Finl Corp.	31,300	518,153	620,679
	Carlisle Companies Inc.	6,200	406,052	559,488
	Caseys Gen Stores Inc.	5,350	296,550	483,212
	Cash Amer Invt Inc.	22,200	542,987	502,164
	Cbiz Inc.	141,164	905,040	1,208,364
	Central Stl & Wire Co.	90	61,424	67,253
	Children's Place Inc.	52,900	2,720,589	3,015,300
	Cinemark Holdings Inc.	17,500	462,370	622,650
	Cintas Corp.	3,200	115,066	251,008
	Cisco Systems, Inc.	11,655	212,281	324,184
	Clorox Co.	2,600	169,896	270,946
	CNP Assurances	21,500	396,402	383,087
	Columbia BKG SYS Inc.	33,700	741,132	930,457
	Comm Bancshares Inc.	4,624	158,988	201,098
	ConocoPhillips	2,330	88,935	160,910
	Convergys Corp.	65,691	979,538	1,338,126
	Croda International	14,696	369,971	609,990
	CSS Inds Inc.	46,600	1,053,213	1,288,024
	Dana Holding Corp.	55,752	1,238,706	1,212,048
	Danaher Corp.	7,082	196,667	606,998
	Del Friscos Restaurant Group	23,500	505,124	557,890
	Devon Energy Corp.	7,195	368,666	440,406
	Diageo	14,728	270,118	424,501
	Dorian LPG Limited	70,900	1,085,415	984,801
	Eaton Corp.	4,850	266,866	329,606
	Emcor Group Inc.	8,132	225,474	361,793
	Emerson Electric Co.	3,765	124,829	232,413
	Enerflex Ltd.	1,400	20,996	19,811
	Energysys	10,604	388,389	654,479
	EPR PPTYS	14,000	562,635	806,820
	Fastenal Co.	65,350	1,467,542	3,108,046
	Finish Line Inc. Class A	74,800	1,597,664	1,818,388
	Foster L B Co. Class A	31,400	1,195,310	1,525,098
	Frischs Restaurants Inc.	33,500	736,222	897,800
	G4S PLC	95,144	381,713	412,274
	Gentherm Inc.	7,400	270,497	270,988
	Genworth Finl Inc.	103,200	909,791	877,200
	Globus Med. Inc. Class A	39,300	602,962	934,161
	Goldman Sachs Group Inc.	2,906	425,613	563,270
	Golub Capital BDC Inc.	33,300	628,164	597,069

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Google Inc. Class A	1,070	270,910	567,806
	Google Inc. Class C	2,570	643,161	1,352,848
	Grainger W W Inc.	500	117,743	127,445
	Halliburton Co.	8,485	288,530	333,715
	Haverty Furniture Cos Inc.	15,656	364,041	344,589
	Hawkins Inc.	15,233	527,509	660,046
	Heineken Holding	5,310	256,142	333,669
	Henkel AG & Co. KGAA	2,749	82,368	267,578
	Hercules Technology Growth Cap. Inc.	44,400	442,405	660,672
	Hiscox	48,375	309,545	543,464
	Honda Motor Co.	3,055	90,317	89,845
	Howard Hughes Corp.	11,500	890,150	1,499,830
	HRT Participacoes	3,215	456,339	5,588
	HSBC Holdings	25,694	235,530	243,826
	Hubbell Inc. Class B	7,100	262,647	758,493
	Hurco Co.	7,298	180,551	248,789
	IAC / Interactivecorp	17,200	562,051	1,045,588
	Idex Corp.	1,900	77,227	147,896
	Idexx Labs Inc.	11,819	411,411	1,752,403
	IMI	26,010	435,289	512,223
	Imperial Tobacco	8,694	293,845	384,452
	Innospec Inc.	20,750	848,782	886,025
	Interdigital Inc.	24,800	897,353	1,311,920
	International Business Machines Corp.	2,609	343,395	418,588
	Interpublic Group Companies Inc.	409	4,577	8,495
	J2 Global Inc.	17,214	390,839	1,067,268
	Jacobs Engr Group Inc.	9,084	434,003	405,964
	Johnson & Johnson	4,516	261,522	472,238
	Joy Global Inc.	2,555	141,911	118,859
	JP Morgan Chase & Co.	90,710	1,188,190	1,886,768
	Kaman Corp.	35,527	749,051	1,424,277
	Kar Auction Services Inc.	55,400	758,538	1,919,610
	Knowles Corp.	34,400	783,546	810,120
	Krispy Kreme Doughnuts Inc.	41,500	714,795	819,210
	Laboratory Corp. American Holdings	4,100	377,746	442,390
	Lancaster Colony Corp.	6,911	274,009	647,146
	Leggett & Platt Inc.	10,800	273,409	460,188
	Ligand Pharmaceuticals Incorporated Class B	31,400	1,627,211	1,670,794
	M & T BK Corp.	3,700	406,784	464,794
	MDC Partners Inc. Class A	76,258	851,716	1,732,582
	Media Gen Inc.	25,863	447,171	432,688
	Mediaset Espana	12,818	153,314	162,006
	Mednax Inc.	1,654	83,806	109,346
	Mercury Gen Corp.	3,700	143,482	209,679

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Meredith Corp.	37,000	1,405,481	2,009,840
	Micron Tech. Inc.	78,600	1,171,386	2,751,786
	Minerals Technologies Inc.	17,300	573,641	1,201,485
	Mohawk Inds Inc.	9,684	848,657	1,504,506
	Motorcar Pts & Accessories Inc.	23,500	746,399	730,615
	MTS Sys Corp	2,349	92,834	176,245
	Muenchener Rueckve	1,277	191,916	256,123
	Nat'l Presto Inds Inc.	23,496	1,421,565	1,363,708
	Nat'l Westn Life Ins. Co. Class A	591	60,282	159,127
	Neenah Paper Inc.	20,603	1,052,460	1,241,743
	Nelnet Inc. Class A	11,116	214,713	515,004
	Noble Corporation PLC	22,260	658,226	368,848
	Norfolk Southern Corp.	4,100	280,453	449,401
	Northern Offshore	116,278	197,870	63,896
	Northern Trust Corp	5,000	226,520	337,000
	Novartis AG	8,795	393,206	817,409
	Novozymes AS	10,517	280,952	444,008
	Omniceil Inc.	9,700	207,109	321,264
	Omnicom Group Inc.	7,732	193,555	598,998
	O'Reilly Automotive Inc.	14,233	455,029	2,741,560
	Pacific Ethanol Inc.	59,400	667,095	613,602
	Pacific Rubiales	11,000	198,158	68,284
	Pacwest Bancorp	38,866	1,728,371	1,766,848
	Park Electrochemical Corp.	18,850	466,421	469,931
	Patterson Cos Inc.	8,100	270,871	389,610
	PDF Solutions Inc.	63,100	1,025,488	937,666
	Performance Sports Group LTD	31,900	547,805	573,881
	Perrigo Company Limited	4,289	236,740	716,949
	Philip Morris International Inc.	2,625	106,951	213,806
	Piedmont Natural Gas Inc.	13,000	412,668	512,330
	Plantronics Inc.	21,822	596,393	1,157,002
	PMI Group Inc.	5,200	22,100	31,200
	Popeyes LA Kitchen Inc.	5,900	247,974	331,993
	Praxair Inc.	4,994	416,558	647,023
	Precision Castparts Corp.	7,683	526,247	1,850,681
	Progress Software Corp.	34,770	788,918	939,485
	Progressive Corp.	17,280	397,071	466,387
	Provident Financial Group	6,575	82,813	252,406
	Qinetiq Group	83,944	204,884	245,942
	Rayonier Advanced Matls Inc.	31,200	945,258	695,760
	Regal Beloit Corp.	7,600	453,336	571,520
	Retail Holdings Inc.	75,773	1,319,552	1,667,006
	Richemont	5,765	500,250	515,204
	Roadrunner Transportation Systems Inc.	60,400	1,304,399	1,410,340

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Roche Holdings AG	2,552	366,013	693,187
	Royal Dutch Shell PLC Class A	14,192	471,812	475,006
	RPC Inc.	43,030	615,182	561,111
	Safran SA	6,145	201,163	381,083
	Scansource Inc.	37,979	1,468,158	1,525,237
	Scholastic Corp.	52,300	1,624,303	1,904,766
	Schweitzer-Mauduit International Inc.	34,000	1,538,799	1,438,200
	Serco Group	32,924	201,468	82,498
	Silgan Holdings Inc.	34,050	432,266	1,825,080
	Sirona Dental Systems Inc.	6,852	280,869	598,659
	Six Flags Entertainment Corp.	31,592	445,294	1,363,195
	Smucker J M Co.	5,664	502,471	571,951
	Sonoco Products Co.	8,950	316,281	391,115
	St Peter Port Capital Ltd.	10,200	6,102	6,441
	Standard Chartered PLC	41,435	794,342	622,170
	Standard Motor Products Inc.	70,000	2,249,591	2,668,400
	Steris Corp.	3,100	116,138	201,035
	Synaptics Inc.	6,100	391,583	419,924
	Techtarget Inc.	26,100	262,176	296,757
	Teledyne Technologies Inc.	15,067	611,344	1,547,984
	Teradyne Inc.	61,500	875,861	1,217,085
	Tidewater Inc.	10,530	476,470	341,277
	Tiffany & Co.	6,535	391,610	698,330
	TJX Cos. Inc.	66,142	871,855	4,536,018
	TNT Express NV	21,030	162,438	141,004
	Torchmark Corp.	6,337	104,293	343,275
	Total	11,465	553,857	589,889
	Tribune Media Co. Class A	3,500	192,612	209,195
	Tribune PUBG Co.	300	3,603	6,870
	Trimble NAV Ltd.	16,904	259,216	448,632
	Ultra Pete Corp.	5,099	138,482	67,103
	Unifirst Corp.	23,260	1,440,713	2,824,927
	Union Pacific Corp.	2,356	52,132	280,670
	United Financial Bancorp Inc.	77,025	1,086,960	1,106,079
	United States Antimony Corp.	237,094	477,069	165,966
	Universal Corp.	27,100	1,362,152	1,191,858
	UTD o/s Bank	15,600	179,008	288,784
	Valeant Pharmaceuticals International Inc.	83,755	2,048,609	11,986,179
	Vallourec SA	5,495	210,238	151,270
	Valmont INDS Inc.	10,200	1,442,506	1,295,400
	Varian Medical Systems Inc.	3,930	248,655	339,984
	Visa Inc. Class A	4,771	364,785	1,250,956
	Waddell & Reed Finl Inc. Class A	3,200	158,377	159,424
	Wal-Mart Stores Inc.	11,459	556,971	984,099

**FMC TECHNOLOGIES, INC. EMPLOYEES'
RETIREMENT PROGRAM**

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Waters Corp.	5,927	448,701	668,091
	Weis Market Inc.	23,106	943,386	1,104,929
	Wells Fargo & Co.	12,990	333,013	712,112
	Werner Enterprises Inc.	11,400	266,996	355,110
	White Mountain Insurance Group	910	415,791	573,400
	World Fuel Service	35,400	1,222,501	1,661,322
	Zimmer Biomet Holdings Inc.	1,600	96,365	181,472
	Zurich Insurance Group AG	1,125	180,750	352,903
			<u>\$ 131,688,001</u>	<u>\$ 194,000,791</u>
	Preferred stock:			
	Volkswagen AG	2,239	\$ 475,255	\$ 500,273
	RBS Capital Funding Trust VI	14,000	281,866	343,000
			<u>\$ 757,121</u>	<u>\$ 843,273</u>
	Temporary investments:			
	Cash - interest bearing	26,513,295	\$ 26,513,295	\$ 26,513,295
			<u>\$ 26,513,295</u>	<u>\$ 26,513,295</u>
	Common / collective trusts:			
*	Northern Trust Coltv Short Term Investment Fund	49,266,165	\$ 49,266,165	\$ 49,266,165
			<u>\$ 49,266,165</u>	<u>\$ 49,266,165</u>
	Registered investment companies:			
*	MFO GMO Trust Emerging Country Debt Class III	514,433	\$ 4,775,485	\$ 4,799,655
*	MFO GMO Trust Foreign Small Class III	1,269,581	16,434,901	17,951,877
	MFC Proshares Trust Short	78,200	1,402,032	1,208,190
	MFC Proshares Trust Short MSCI	36,600	958,203	963,678
	MFC Proshares Trust Short QQQ	14,900	980,795	886,252
			<u>\$ 24,551,416</u>	<u>\$ 25,809,652</u>
	Hedge funds:			
	CF Kingstown Partners Offshore Ltd.	4,871	\$ 5,000,000	\$ 6,774,703
	CF van Biema Asia Value Ltd. CL C SER 0111 FD	5,000	5,000,000	5,705,100
	CF van Biema Asia Value Ltd. CL C SER 0211 FD	5,000	5,000,000	5,859,700
	CF van Biema Asia Value Ltd. CL C SER 0411 FD	10,000	10,000,000	11,432,900
	CF van Biema Value Ltd. CL B SER 05059 FD	20,000	20,000,000	35,534,400
			<u>\$ 45,000,000</u>	<u>\$ 65,306,803</u>
	Limited partnerships:			
	MFP Partners, LP	20,000,000	\$ 20,000,000	\$ 48,077,600
	van Biema Global Value Fund, LP	12,000,000	12,000,000	12,198,246
			<u>\$ 32,000,000</u>	<u>\$ 60,275,846</u>

FMC TECHNOLOGIES, INC. EMPLOYEES'

RETIREMENT PROGRAM

EIN: 36-4412642 Plan Number: 001

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2014

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	Other miscellaneous investments:			
	Greece IDX/LKD	50,400	\$ 1,559	\$ 439
	Hersha Hospitality Trust Prty Class A	149,400	904,532	1,050,282
	Medical PPTYS Trust Inc.	103,400	1,167,581	1,424,852
	Starwood Property Trust Inc.	27,500	595,205	639,100
	Starwood Waypoint Resdntl Trust	20,900	566,918	551,133
	Two HBRS INVT Corp.	107,100	1,029,402	1,073,142
	Winthrop Rlty Trust	110,300	1,675,635	1,719,577
			<u>\$ 5,940,832</u>	<u>\$ 6,458,525</u>
			<u>\$ 315,716,830</u>	<u>\$ 428,474,350</u>

Note: The above data is based upon information which has been certified by The Northern Trust Company,
Trustee of the plan, as complete and accurate. Cost refers to historical cost.

*Party-in-interest.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25

Change in Method

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

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
EIN / PN: 36-4412642 / 001
Plan Sponsor: FMC Technologies, Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

The following assumption changes were made:

Projected variable compensation (bonus) was changed from a 3-year average of actual payouts to current target bonus (as a % of pay) provided by FMC Technologies, Inc.

The assumed plan-related expenses added to the target normal cost were changed from \$3,032,737 to \$4,263,982.

Plan Name: FMC Technologies, Inc. Employees' Retirement Program
EIN / PN: 36-4412642 / 001
Plan Sponsor: FMC Technologies, Inc.
Valuation Date: January 1, 2014