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 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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.)
- [X] 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. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
HUSSMANN CORPORATION RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 039

1c Effective date of plan 04/01/1947

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
HUSSMANN CORPORATION

12999 ST. CHARLES ROCK ROAD
BRIDGETON, MO 63044

2b Employer Identification Number (EIN) 43-0156220

2c Plan Sponsor's telephone number 314-291-2000

2d Business code (see instructions) 333410

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.	10/16/2017	ELENA SCHALL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	4803
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)**	1502
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	1384
b	Retired or separated participants receiving benefits	**6b**	1675
c	Other retired or separated participants entitled to future benefits	**6c**	1144
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	4203
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	397
f	Total. Add lines **6d** and **6e**.	**6f**	4600
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**	6
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

1A 3H 1C

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)** [X] 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)** [X] 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)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [X] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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_____

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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
HUSSMANN CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 039

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

D Employer Identification Number (EIN)
43-0156220

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016

2 Assets:

a Market value	**2a**	211845027
b Actuarial value	**2b**	222811467

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	2060	113032463	113032463
b For terminated vested participants	1242	31538914	31538914
c For active participants	1502	82808461	86164636
d Total	4804	227379838	230736013

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**	6.08 %
6 Target normal cost	**6**	3716345

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

	10/13/2017
Signature of actuary	Date
JEFFREY M.ACKERMAN	17-06298
Type or print name of actuary	Most recent enrollment number
MERCER	314-588-2521
Firm name	Telephone number (including area code)
701 MARKET STREET, SUITE 1100 ST. LOUIS, MO 63101	
Address of the firm	

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

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)	34976109	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	10180754	0
9	Amount remaining (line 7 minus line 8)	24795355	0
10	Interest on line 9 using prior year's actual return of -0.46%	-114059	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		13527188
	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 6.27%		209821
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		-46831
	c Total available at beginning of current plan year to add to prefunding balance		13690178
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	24681296	0

Part III Funding Percentages

14	Funding target attainment percentage	14	85.86%
15	Adjusted funding target attainment percentage	15	85.86%
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	97.64%
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
06/07/2017	4000000	0			
09/01/2017	17100000	0			
			Totals ► 18(b)	21100000	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	19174974

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

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

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
b Applicable month (enter code)			**21b**	4
22 Weighted average retirement age			**22**	63

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**	3716345
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	32605842	6169145
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	9885490

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	9885490	0	9885490

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**	19174974
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	19174974
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	9885490
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**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan	**B** Three-digit plan number (PN) ▶
HUSSMANN CORPORATION RETIREMENT PLAN	039
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
HUSSMANN CORPORATION	43-0156220

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

STATE STREET
BOX 5493
BOSTON, MA 02206

90-0337987

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

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

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

TRANSAMERICA

13-3689044

(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 12 15 28 38 50 59 61 62 63 64	NONE	240926	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	107704	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MONETA GROUP INVESTMENT ADVISORS

20-1983821

(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	65000	Yes [ ] No [X]	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)

GREENSFELDER, HEMKER & GALE, P.C.

43-1313567

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	45353	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BROWN, SMITH, WALLACE, LLP

43-1001367

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	24000	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

(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

(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

(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

(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

(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:	**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:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
HUSSMANN CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 039

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HUSSMANN CORPORATION

D Employer Identification Number (EIN)
43-0156220

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

a Name of MTIA, CCT, PSA, or 103-12 IE: LONG TERM CREDIT BOND INDEX NL

b Name of sponsor of entity listed in (a): BLACK ROCK INSTITUTIONAL TRUST COMP

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)
26-3797251-000	C	52735722

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK MSCI ACWI EQUITY INDEX FU

b Name of sponsor of entity listed in (a): BLACK ROCK INSTITUTIONAL TRUST COMP

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)
26-3816145-000	C	95277040

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
HUSSMANN CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 039

C Plan sponsor's name as shown on line 2a of Form 5500
HUSSMANN CORPORATION

D Employer Identification Number (EIN)
43-0156220

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	13450	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	11526226	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	32428782	31595985
(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)	135773531	148012762
(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)	17741145	28236221
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(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	197483134	207844968
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	72855	164139
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	72855	164139
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	197410279	207680829

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)	15000000	
	(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)		15000000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	20560	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		20560
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		11820687
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		26841247
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13789187	
(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)		13789187
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)	421558	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	65000	
(4) Other	2i(4)	2294952	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2781510
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		16570697
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		10270550
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [X] 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 [X] No

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

(1) Name: BROWN SMITH WALLACE, LLP **(2)** EIN: 43-1001367

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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n			
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☒ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 4001885 . (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
HUSSMANN CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 039

C Plan sponsor's name as shown on line 2a of Form 5500
HUSSMANN CORPORATION

D Employer Identification Number (EIN)
43-0156220

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): 13-3689044

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** 34

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 50.0 % Investment-Grade Debt: 30.0 % High-Yield Debt: _____% Real Estate: _____% Other: 20.0 %

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):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter ____/____/____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter ____/____/____.

HUSSMANN CORPORATION RETIREMENT PLAN

FINANCIAL STATEMENTS
WITH
INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2016

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Independent Auditor's Report

To the Participants and Investment Committee of the
Hussmann Corporation Retirement Plan
St. Louis, Missouri

Report on the Financial Statements

We have audited the accompanying financial statements of Hussmann Corporation Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits and the related statements of changes in net assets available for benefits as of and for the years ended December 31, 2016 and 2015, and the statement of accumulated plan benefits and statement of changes in accumulated plan benefits as of and for the year ended December 31, 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility for the 2016 Financial Statements

Our responsibility is to express an opinion on the 2016 financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 2016 financial statements.

Auditor's Responsibility for the 2015 Financial Statements

Our responsibility is to express an opinion on the 2015 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion on the 2015 Financial Statements 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 on the 2015 Financial Statements

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the investment assets held by State Street Bank and Trust Company, custodian of the Plan, and transactions in those assets were excluded from the scope of our audit of the Plan's 2016 financial statements, except for comparing the information provided by the custodian, which is summarized in Note E, with the related information included in the financial statements.

Disclaimer of Opinion on the 2015 Financial Statements

Because of the significance of the matter described in the Basis for Disclaimer of Opinion on the 2015 Financial Statements 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 the 2015 financial statements.

Opinion on the 2016 Financial Statements

In our opinion, the financial statements referred to in the first paragraph of the Hussmann Corporation Retirement Plan as of December 31, 2016, and for the year then ended, present fairly, in all material respects, the financial status of the Hussmann Corporation Retirement Plan as of December 31, 2016, and changes in its financial status for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Report on Supplemental Information

Our audit of the Plan's financial statements as of and for the year ended December 31, 2016, was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions together referred to as "supplemental information," as of and for the year ended December 31, 2016, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the 2016 financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Report on Form and Content of the 2015 Financial Statements in Compliance With DOL Rules and Regulations

The form and content of the information included in the 2015 financial statements, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974

Brown Smith Wallace, LLP

St. Louis, Missouri
October 5, 2017

HUSSMANN CORPORATION RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2016 and 2015
(See Independent Auditor's Report)

	2016	2015
ASSETS		
Investments, at fair value (Note C)	**$ 207,844,968**	$ 197,469,684
Related party receivable	**-**	13,450
Total assets	**207,844,968**	197,483,134
LIABILITIES		
Accrued expenses	**164,139**	72,855
Total liabilities	**164,139**	72,855
NET ASSETS AVAILABLE FOR BENEFITS	**$ 207,680,829**	$ 197,410,279

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

HUSSMANN CORPORATION RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2016 and 2015
(See Independent Auditor's Report)

	2016	2015
Additions to net assets attributable to:		
Investment income (loss):		
Interest and dividend income	**$ 20,560**	$ 2,125
Net appreciation (depreciation) in fair value investments	**11,820,687**	(958,661)
Total investment income (loss)	**11,841,247**	(956,536)
Employer contribution	**15,000,000**	-
Total additions	**26,841,247**	(956,536)
Deductions from net assets attributable to:		
Benefits paid to participants	**13,789,187**	14,533,793
Administrative expense	**2,781,510**	1,948,965
Total deductions	**16,570,697**	16,482,758
NET INCREASE (DECREASE)	**10,270,550**	(17,439,294)
Net assets available for benefits at beginning of year	**197,410,279**	214,849,573
Net assets available for benefits at end of year	**$ 207,680,829**	$ 197,410,279

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

HUSSMANN CORPORATION RETIREMENT PLAN

Statement of Accumulated Plan Benefits

December 31, 2015 *
(See Independent Auditor's Report)

Actuarial present value of accumulated plan benefits (Note B)	
Vested benefits:	
Participants currently receiving payments	$ 84,587,753
Participants entitled to deferred benefits	29,309,643
Other participants	107,704,770
Total vested benefits	221,602,166
Nonvested benefits	3,296,523
Total actuarial present value of accumulated plan benefits	$ 224,898,689

* Based on the latest actuarial valuation at January 1, 2016

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

HUSSMANN CORPORATION RETIREMENT PLAN

Statement of Changes in Accumulated Plan Benefits

Year ended December 31, 2015 *
(See Independent Auditor's Report)

Actuarial present value of accumulated plan benefits at January 1, 2015	$ 226,332,227
Increase (decrease) during the year attributable to:	
Benefits accumulated	4,329,949
Increase for interest due to the decrease in the discount period	14,746,034
Benefits paid	(14,533,793)
Change of actuarial assumptions	(7,016,244)
Change in plan provisions	1,040,516
Net decrease during the year	(1,433,538)
Actuarial present value of accumulated plan benefits at January 1, 2016	$ 224,898,689

* Based on the latest actuarial valuation at January 1, 2016

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

Note A - Description of the Plan

The following brief description of the Hussmann Corporation Retirement Plan (the "Plan") is intended for general information purposes. Participants should refer to the Plan document for complete information.

General

The Plan is a defined benefit pension plan covering eligible non-union hourly, salaried and bargained employees of Hussmann Corporation, (the "Company") and any affiliate who has adopted the Plan. It is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

At December 31, 2010, the Ingersoll Rand Company served as sponsor of the Plan and its parent, Ingersoll-Rand plc, had the authority to amend or terminate the Plan, subject to certain restrictions. On September 30 and November 30, 2011, Ingersoll-Rand plc through a series of transactions transferred the majority of its interest in Hussmann International, Inc. and certain companies affiliated with Hussmann International, Inc. to Clayton, Dubilier & Rice, LLC (the "Transaction"). In conjunction with this ownership change, the Plan was amended to (i) include the participation of all salaried and non-bargained employees hired after December 31, 2009, and all "Business Employees" as defined by the stock purchase agreement, who would otherwise satisfy the Plan's eligibility requirement, (ii) change the Plan Sponsor to Hussmann Corporation, (iii) change the Plan name to the "Hussmann Corporation Retirement Plan", (iv) provide that members of the Benefits Investment Committee and Benefits Administration Committee should consist of individuals appointed by Hussmann Corporation, and (v) authorize Hussmann Corporation to have the authority to amend and/or terminate the Plan. During August of 2012, the Plan was amended to exclude all future non-bargained hourly and salaried employees from entering the Plan. In November 2013, the Company announced the freeze of the Plan for all non-bargained employees. Effective January 1, 2014, non-collective bargaining employees in the U.S. no longer accrue additional years of service and recognize future increases in compensation under the existing Plan for benefit purposes. As of April 1, 2016, Hussmann became a wholly owned subsidiary of Panasonic Corporation of North America.

JP Morgan Chase Bank, as trustee, has the authority and responsibility to hold, manage and protect the assets of the Plan in accordance with the provisions of the trust agreement and ERISA requirements.

Note A - Description of the Plan (Continued)

Pension Benefits

Employees who satisfy the Plan's eligibility requirement become fully vested in accordance with the vesting schedule set forth in the Plan and are entitled to annual pension benefits beginning at the normal retirement age (65). Benefits are calculated under the applicable appendices incorporated in the Plan and reflect total years and months of credited service. The benefit calculation for non-collectively bargained employees, expressed as a single life annuity, is based on Credited Service, average compensation in the highest consecutive five of the final ten years of employment and the benefit formula as established by the applicable appendices of the Plan. The benefit calculation for collectively bargained employees, expressed as a single life annuity, is based on credited service and a negotiated flat-dollar accrual rate established by the applicable adoption agreement. Early retirement benefits are available and require age and service requirements under certain appendices of the Plan. Death benefits are paid pursuant to the applicable appendix of the Plan and applicable laws.

Certain vested participants who become disabled are entitled to a vested deferred retirement benefit calculated in the same manner as an early retirement benefit. Vesting is based on the vesting schedule set forth in the Plan.

Note B - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Participant benefit payments are recorded when distributed.

Use of Estimates

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

Note B - Summary of Significant Accounting Policies (Continued)

Valuation of Investments

The Plan's investments at December 31, 2016 and 2015 are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policy utilizing information provided by the investment advisory custodians and insurance companies. See Note C for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income was recorded on the accrual basis. Dividends were recorded on the ex-dividend date. Net appreciation (depreciation) represents the Plan's net realized and unrealized gains and losses on investments.

Funding Policy

The Company's funding policy is to make annual minimum contributions as required by law and determined by the actuary, and other contributions in its discretion as allowed by law. The actuary determines the required contributions using the Projected Unit Credit Cost Method. For the Plan year ended December 31, 2016, the Company elected to contribute $15,000,000; which was remitted to the Plan in September 2016, there was not a required funding amount in 2015.

Expenses

The Plan pays all eligible expenses, other than those absorbed by the Company on a discretionary basis, incurred in administering the Plan. The Plan's actuarial cost method includes a factor to fund such expenses through employer contributions. Fees paid by the Plan include various professional fees, investment fees, Pension Benefit Guaranty Corporation ("PBGC") fees and any other costs of administering the Plan. The PBGC requires the Plan to pay an annual fee based on the number of participants in the Plan.

Reclassifications

Certain reclassifications were made to the prior year amounts to conform to the 2016 presentation.

Note B - Summary of Significant Accounting Policies (Continued)

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service rendered by the Plan's participants. Accumulated plan benefits include benefits expected to be paid to (i) retired or terminated employees or their beneficiaries; (ii) beneficiaries of employees who have died; and (iii) present employees or their beneficiaries. Benefits payable under all circumstances 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 was determined by the Plan's actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation at January 1, 2016 were as follows:

- Participants' life expectancy for non-disabled participants utilized the mortality assumption of the Society of Actuaries' RP-2014 Mortality Table to calculate the actuarial present value of accumulated plan benefits. Life expectancy for disabled participants utilized mortality rates in accordance with Revenue Ruling 96-7.
- Retirement ages, which start at 55 and use actual plan experience.
- Lump sum interest rate is 4.24%, using the current year 417(e) mortality.
- Investment return, equal to the average interest rate is assumed to be 7.00% for funding.

Note B - Summary of Significant Accounting Policies (Continued)

The following assumptions were changed during the 2016 year:

The 2016 lump sum interest rate was updated from 3.75% to 4.24%, and the lump sum mortality was updated to be the 2016 417(e) table.

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

Note C - Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described below:

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

Note C - Fair Value Measurements (Continued)

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. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Cash and Cash Equivalents and Registered Investment Companies: Valued at the daily closing price as reported by the fund. The funds held by the Plan are registered with the Securities Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The funds held by the Plan are deemed to be actively traded and classified as Level 1.

Collective Trust Funds: Valued at the NAV of the units of the individual bank collective trust. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur on a daily basis. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Limited Partnerships: The funds are valued based on NAV per share. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. These funds are quoted monthly and transact at the same monthly price according to the funds' liquidity schedule. Because these funds can hold less liquid investments, the fund may be required to temporarily delay a full withdrawal if the plan were to initiate a full redemption of the limited partnership fund, to ensure the redemption will be carried out in an orderly business manager.

Note C - Fair Value Measurements (Continued)

The following summarizes the classification of the Plan's investments by classification and method as of December 31, 2016 and 2015:

	Assets at Fair Value as of December 31, 2016			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies	$ 28,236,221	$ -	$ -	$ 28,236,221
Collective trusts(a)	-	-	-	148,012,762
Limited partnerships(a)	-	-	-	31,595,985
Total	$ 28,236,221	$ -	$ -	$ 207,844,968

	Assets at Fair Value as of December 31, 2015			
	Level 1	**Level 2**	**Level 3**	**Total**
Registered investment companies	$ 29,267,371	$ -	$ -	$ 29,267,371
Collective trusts(a)	-	-	-	135,773,531
Limited partnership(a)	-	-	-	32,428,782
	$ 29,267,371	$ -	$ -	$ 197,469,684

(a) In accordance with Accounting Standards Codification 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

Note D - Fair Value of Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent)

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

Investment Type	Fair Value at December 31, 2016	Fair Value at December 31, 2015	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Collective Trusts:					
Equity(a)	$ 95,277,040	$ 87,964,977	-	Daily	Daily
Fixed income (b)	52,735,722	47,808,554	-	Daily	Daily
Limited Partnerships:					
Equity(c)	6,856,195	6,974,016	-	Quarterly to bi-annually	Quarterly
Hedge(d)	24,739,790	25,454,766	-	Daily to quarterly	Daily to quarterly

(a) This class includes an investment manager who invests in U.S. and international equity investments. The manager adheres to a passive management approach to closely approximate the MSCI ACWI Index.

(b) This class includes a number of investment managers who invest in debt securities with a focus on domestic debt. The majority of the allocations employ a passive approach with the objective of approximating as closely as practicable the total rate of return of the Barclays U.S. Aggregate Bond Index, the Barclays U.S. Long Credit Bond Index and the Barclays U.S. TIPS Index. Allocations may also be made to alternative fixed income managers with the investment objective to generate income while managing interest rate risk exposure.

(c) The objective of this class is to reduce investment risk by minimizing dependence on the performance of the broad equity market. Investments will include both long positions in stocks considered undervalued and short positions in stocks considered overvalued. Areas of investment are expected to include, but not limited to, fundamental equity value/growth, momentum, carry (dividend) and defensive investing (lower volatility) in the global equity markets.

(d) This class has an objective to produce moderate returns while reducing investment risks and dependence of the broader markets – the equity, fixed income, currency and commodity markets. Investments include long and short positions in markets and/or securities that are expected to produce an outsized return versus their relative risk. Areas of investment are expected to include, but not limited to, equities, interest rates, currencies, and commodities. The exposure risks are often limited by the use of hedging strategies.

Note E - Investment Information Certified or Provided by the Custodian

The Plan Administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's rules and regulations for reporting and disclosure under ERISA. Accordingly, State Street Bank and Trust Company a custodian of the Plan, for the year ended December 31, 2015 certified to the completeness and accuracy of the Vanguard Prime Money Market Fund reflected within the accompanying statements of net assets available for benefits for the year ended December 31, 2015, and the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2015; and the related investment activity reflected in the statements of changes in net assets available for benefits for the year ended December 31, 2015.

Note F - Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to participants in an order of priority determined in accordance with ERISA and applicable regulations.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan is terminated. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits and the amount of benefit protection is subject to certain limitations.

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

Note G - Transactions with Parties-in-Interest

The Plan has invested in cash and cash equivalents managed by JP Morgan Chase Bank. JP Morgan Chase Bank is a custodian as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. These transactions are allowable party-in-interest transactions under Section 408(b)(8) of the ERISA regulations.

Note H - Risks and Uncertainties

The Plan invests in various investments. These investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, and the level of uncertainty related to changes in fair values of such investments, it is at least reasonably possible that changes in such risks in the near term would materially affect the Plan's investment balances, and amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in 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 I - Tax Status

The Plan has received a favorable determination letter from the Internal Revenue Service dated September 26, 2013, which states that the Plan and its underlying trust qualify under the applicable provisions of the Internal Revenue Code (the "Code") and, therefore, are exempt from federal income taxes. In addition, Plan Administrator believes that the Plan is designed and is currently being operated in material compliance with the applicable requirements of the Code and has no income subject to unrelated business income tax. Therefore, no provisions for income taxes have been included in the Plan's financial statements.

The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note J - Subsequent Events

On September 26, 2017 the investment committee approved a plan to spin-off the Plan into two new plans to help the Company ensure the program can be managed at a more predictable cost. The Plan will retain approximately 900 participants whose benefits will be converted into annuity contracts with a reputable insurer. Upon completion of this conversion the Plan will terminate. The remaining approximate 3,600 participants will be split into the two plans mentioned above based on certain criteria. The terms of those two plans will be consistent with each other. No benefits will be lost. The spin-off is set to be completed in November 2017.

In preparing these financial statements, the Company has evaluated events and transactions for potential recognition or disclosure through October 5, 2017, the date the financial statements were available to be issued.

Supplemental Schedules

HUSSMANN CORPORATION RETIREMENT PLAN
FEIN: 43-0156220
Plan#: 039

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

December 31, 2016
(See Independent Auditor's Report)

a)	b) Identity of Issuer	c) Description of Investment	d) Cost	e) Current Value
	Registered Investment Companies:			
*	JP Morgan	JP Morgan Chase US Government	$ 293,462	$ 293,462
	Vanguard	Prime Money Market	9,804,778	9,804,778
	John Hancock	Global Absolute Return Strategies	3,727,905	3,433,759
	CBRE Clarion Securities	CBRE Clarion Long/Short	2,785,479	2,624,221
	Versus Capital	Versus Capital Multi-Manager Real Estate Income	2,624,276	2,706,166
	Stone Ridge Trust II	Stone Ridge Reinsurance Risk Premium Interval	5,000,000	5,722,210
	AQR Funds	AQR Multi-Strategy Alternative	3,900,233	3,651,625
	Collective Trusts:			
	BlackRock	Long-Term Credit Bond Index NL	48,630,118	52,735,722
	BlackRock	MSCI ACWI Equity	61,653,611	95,277,040
	Limited Partnerships:			
	Titan Global Equity Fund	Titan Global Equity Offshore Class A	3,552,017	3,457,594
	Alternative Investment Group Services	Alternative Investment Institutional Ltd.	3,500,000	3,398,601
	AQR Funds	AQR Delta XN Offshore Class B	5,000,000	5,370,299
	Abbey Capital Limited	ACL Alternative	11,234,000	11,568,091
	Larch Lane	Larch Lane Absolute Return Offshore	5,000,000	4,952,385
	Titan Masters International Fund	Titan Masters International	3,000,000	2,849,015
			$ 169,705,879	$ 207,844,968

* Party-in-interest.

HUSSMANN CORPORATION RETIREMENT PLAN
FEIN: 43-0156220
Plan#: 039

Schedule of Reportable Transactions
Form 5500 - Schedule H - Item 4j

For the year ended December 31, 2016
(See Independent Auditor's Report)

a) Identity of the party involved	b) Description of asset	c) Purchase Price	d) Selling Price	e) Lease Rental	f) Expense incurred	g) Cost of asset	h) Current value	i) Net gain or loss
JP Morgan US Government Money Market Shares	Mutual Fund	$ -	$ 4,000,000	$ -	$ -	$ 4,000,000	$ 4,000,000	$ -
Vanguard Prime Money Market Shares	Mutual Fund	4,000,000	-	-	-	4,000,000	4,000,000	-

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25		2									2
25–29		10	9								19
30–34		7	31	11							49
35–39		11	54	26	27	3					121
40–44		14	50	25	47	27	5				168
45–49		11	38	19	53	39	48	6			214
50–54		11	41	33	44	44	76	40	6		295
55–59		10	31	21	42	51	65	57	71	1	349
60–64		4	19	12	17	34	39	35	35	17	212
65–69		3	7	5	7	6	8	16	9	6	67
70 & up				1	2			2		1	6
Total		83	280	153	239	204	241	156	121	25	1,502

In each cell, the number is the count of active participants for each age/service combination.

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

Actuarial Assumptions

Discount rate sponsor elections		
• Segment rates or full yield curve	Segment	
• Look-back months	4	
	Stabilized	**Nonstabilized**
• First 5 years	4.43%	1.34%
• Next 15 years	5.91%	4.03%
• Over 20 years	6.65%	5.06%
Mortality sponsor elections		
• Healthy participants	Section 430(h)(3) prescribed separate static annuitant and non-annuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.	
• Disabled participants	Salaried and Non-Bargaining Employees : Same as healthy Bargaining Employees :	
• Pre- 1995 disabilities	Revenue Ruling 96-7 table for participant who became disabled before 1995	
• Post- 1994 disabilities	Revenue Ruling 96-7 table for participant who became disabled after 1994 and are eligible for Social Security disability benefits	
417(e) lump sums	Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality	
Other economic assumptions		
• Salary increases	Not applicable	
• Social Security wage base increases	Not applicable	
• Inflation	Not applicable	
• Expected investment return	7.00% per year	
• Expenses	$2,487,000 added to current year normal cost	

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

Rationale for Economic Assumptions

Expected investment return –	The expected rate of return on plan assets is based on a blend of the hypothetical past performance of the plan's target asset mix, and the median simulated investment return using capital market assumptions published in Mercer Investment Consulting's *Capital Markets Outlook* for the plan's Target asset mix. The expected return on assets assumption is net of an adjustment of 20 bps for expenses to be paid from plan assets.
Expenses –	The amount is based on the noninvestment-related expenses that were paid out of the plan in the prior fiscal year and the expected change in PBGC premiums from the prior year to the current year.

Demographic assumptions

- Withdrawal

  See table of sample rates. In addition, the rates of withdrawal used for the first three years of service are 30%, 25% and 20%, respectively.

- Disability incidence

  Salaried and Non-bargaining employees – 1985 Wyatt Pension Disability Study Unisex Class One rates of disablement

  Bargaining Employees – 1985 Wyatt Pension Disability Study Unisex Class Three rates of disablement

- Retirement rates

Attained age	Percentage Salaried and Non-Bargaining Employees
Under 55	0%
55	2%
56	2%
57	2%
58	2%
59	2%
60	0%
61	0%
62	44%
63	10%
64	11%
65 and above	100%

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

Attained age	Percentage Bargaining employees
Under 55	0%
55	3%
56	3%
57	3%
58	3%
59	3%
60	6%
61	6%
62	26%
63	9%
64	10%
65 and above	100%

- Benefit commencement age for
  - Future vested deferred 65
  - Current vested deferred 65
- Spouse assumptions

	Male participants	Female participants
Percentage married	85%	55%
Spouse age difference	3 years younger	3 years older

Form of payment

Salaried and Non-Bargaining Employees	Lump sum*	10 Year Certain and Life	50% J&S
• Active retirements	67%	33%	0%
• Future vested deferred	100%	0%	0%
• Future disabilities	100%	0%	0%
• Future deaths	0%	0%	100%
• Current vested deferred	0%	100%	0%

*The lump sum payable is assumed to be the greater of

i. the immediate life annuity multiplied by 10, and

ii. the actuarially equivalent lump sum of the deferred life annuity, determined using interest rates based on the 3 segment rates used for determination of the Funding Target and the applicable mortality under Revenue Ruling 2007-67.

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

Bargaining Employees	Lump sum	10 Year Certain and Life	50% J&S
• Active retirements	0%	100%	0%
• Future vested deferred	0%	100%	0%
• Future disabilities	0%	100%	0%
• Future deaths	0%	0%	100%
• Current vested deferred	0%	100%	0%

Unpredictable contingent event assumptions	Not applicable

Table of Sample Rates

Attained age	Withdrawal
20	14.9%
25	9.9%
30	6.9%
35	4.9%
40	2.8%
45	1.7%
50	0.4%
55	0.0%

Rationale for Demographic Assumptions

- Withdrawal – Withdrawal rates have been developed based on the actuary's experience with similar plans. Annual review of the experience gains and losses has shown that these rates provide similar results to the actual rates of withdrawal experienced under the plan.
- Disability incidence – Disability rates were based on published tables for pension participants believed to have reasonably similar characteristics participating in pension plans with similar disability provisions.
- Retirement rates – Retirement rates have been developed based on the actuary's experience with similar plans and the retirement subsidies the plan offers at various ages. Annual review of the experience gains and losses has shown that these rates provide similar results to the actual rates of retirement experienced under the plan.

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

Actuarial Methods

Asset Methods

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

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

Participant Methods

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

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts**: The plan does not have any insurance contracts.

Minimum Funding Methods

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

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.

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

- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

HUSSMANN CORPORATION RETIREMENT PLAN
FEIN: 43-0156220
Plan#: 039

Schedule of Reportable Transactions
Form 5500 - Schedule H - Item 4j

For the year ended December 31, 2016
(See Independent Auditor's Report)

a) Identity of the party involved	b) Description of asset	c) Purchase Price	d) Selling Price	e) Lease Rental	f) Expense incurred	g) Cost of asset	h) Current value	i) Net gain or loss
JP Morgan US Government Money Market Shares	Mutual Fund	$ -	$ 4,000,000	$ -	$ -	$ 4,000,000	$ 4,000,000	$ -
Vanguard Prime Money Market Shares	Mutual Fund	4,000,000	-	-	-	4,000,000	4,000,000	-

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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
HUSSMANN CORPORATION RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 039

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

D Employer Identification Number (EIN)
43-0156220

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2016

2 Assets:

a Market value	2a	211,845,027
b Actuarial value	2b	222,811,467

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	2,060	113,032,463	113,032,463
b For terminated vested participants	1,242	31,538,914	31,538,914
c For active participants	1,502	82,808,461	86,164,636
d Total	4,804	227,379,838	230,736,013

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	6.08%
6 Target normal cost	6	3,716,345

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

Jeffrey M. Ackerman — Signature of actuary

10/13/17 — Date

JEFFREY M.ACKERMAN — Type or print name of actuary

1706298 — Most recent enrollment number

MERCER — Firm name

314-588-2521 — Telephone number (including area code)

701 MARKET STREET,
SUITE 1100
St. LOUIS MO 63101
Address of the firm

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

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)	34,976,109	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	10,180,754	0
9	Amount remaining (line 7 minus line 8)	24,795,355	0
10	Interest on line 9 using prior year's actual return of -0.46%	-114,059	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		13,527,188
	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 6.27%		209,821
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		-46,831
	c Total available at beginning of current plan year to add to prefunding balance		13,690,178
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	24,681,296	0

Part III Funding Percentages

14	Funding target attainment percentage	14	85.86%
15	Adjusted funding target attainment percentage	15	85.86%
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	97.64%
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
06/07/2017	4,000,000	0			
09/01/2017	17,100,000	0			
			Totals ► 18(b)	21,100,000	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	19,174,974

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

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

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

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

	1st segment:	2nd segment:	3rd segment:	
a Segment rates:	4.43 %	5.91 %	6.65%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	63

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	**31a**		3,716,345
b Excess assets, if applicable, but not greater than line 31a	**31b**		0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		32,605,842	6,169,145
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**		0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**		9,885,490

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	9,885,490	0	9,885,490

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**	19,174,974
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	19,174,974
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	9,885,490
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**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

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

For Salaried and Non-Bargaining Employees

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

73% Active Employees

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	2.00%	10,000	200.00	11,000
56	2.00%	9,800	196.00	10,976
57	2.00%	9,604	192.00	10,944
58	2.00%	9,412	188.00	10,904
59	2.00%	9,224	184.00	10,856
60	0.00%	9,040	-	-
61	0.00%	9,040	-	-
62	44.00%	9,040	3,978.00	246,636
63	10.00%	5,062	506.00	31,878
64	11.00%	4,556	501.00	32,064
65	100.00%	4,055	4,055.00	263,575
Total			10,000.00	628,833
Average				62.88

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

For Bargaining Employees

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

27% Active Employees

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	3.00%	10,000	300.00	16,500
56	3.00%	9,700	291.00	16,296
57	3.00%	9,409	282.00	16,074
58	3.00%	9,127	274.00	15,892
59	3.00%	8,853	266.00	15,694
60	6.00%	8,587	515.00	30,900
61	6.00%	8,072	484.00	29,524
62	26.00%	7,588	1,973.00	122,326
63	9.00%	5,615	505.00	31,815
64	10.00%	5,110	511.00	32,704
65	100.00%	4,599	4,599.00	298,935
Total			10,000.00	626,660
Average				62.67

The average weighted retirement age shown in Schedule SB, Line 22 is 63.

Schedule SB, Part V — Summary of Plan Provisions

Summary of Major Plan Provisions − Salaried and Non-Bargaining

Effective date and plan year	Original plan: January 1, 1981 Restated plan: January 1, 2010 Plan year: Calendar year
Status of the plan	Effective December 31, 1999, the Hussmann Corporation Retirement Plan for Hourly Employees and the Hussmann Corporation Pension Plan for Hourly Paid Branch Service and Installation Employees were merged into the Hussmann Corporation Retirement Plan for Salaried Employees. The Salaried Plan was amended and restated to provide for the mergers and to change its name to the Hussmann International, Inc., Retirement Plan. The plan was amended effective January 1, 2005, to change the benefit multiplier for Bridgeton active participants, and January 1, 2006 to change the benefit multiplier for Gloversville active participants. The plan was amended effective January 1, 2010 to exclude from participation all salaried and non-bargaining employees hired after December 31, 2009. The plan was amended effective October 1, 2011 to commence participation for all salaried and nonbargained employees hired after December 31, 2009 and to change its name from the Hussmann International, Inc. Retirement Plan to the Hussmann Corporation Retirement Plan. The plan was amended August 1, 2012 to close participation to all salaried and non-bargained employees hired or rehired after July 31, 2012. The plan was amended effective January 1, 2014 to freeze benefit accruals for non-bargaining employees.
Significant events that occurred during the year	None

Schedule SB, Part V — Summary of Plan Provisions

Definitions	
• Coverage and Participation	Each employee employed by the Company becomes a member of the plan as of his date of employment excluding, however, except as otherwise provided in the plan: • Members of a collective bargaining unit or employees accruing benefits under any other retirement plan of the Company • Salaried employees under the age of 21 Effective December 31, 2002, the Refrigeration Engineering, Inc. (REI) Retirement Plan was merged into this Plan. Effective January 1, 2003, certain non-bargaining hourly employees of National Refrigeration Systems (NRS) became participants of the Plan. These participants receive accruals under the plan for future service only commencing on or after January 1, 2003. Effective January 1, 2010, participation is closed to all salaried and non-bargaining hourly employees hired after December 31, 2009. Effective October 1, 2011, employees of Hussmann Corporation hired or rehired after December 31, 2009 became eligible to participate in the plan following the sale of the company by Ingersoll Rand. These employees will accrue a benefit under the plan based on credited service earned after October 1, 2011. Effective August 1, 2012, all salaried and non-bargained hourly employees hired or rehired after July 31, 2012 will not participate in the plan.
• Final average earnings	The highest average of annual compensation for a 5 consecutive calendar year period during the last 10 calendar years preceding the date of termination of employment, divided by 12.

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	The first day of the month coincident with or next following the attainment of age 65.
• Benefit	The monthly benefit payable as a single life annuity at Normal Retirement Date is equal to the greater of (a) & (b) defined below : (a) 0.5% of the Final Average Pay times all years of credited service (b) Sum of the following benefits : (i) The monthly accrued benefit at December 31, 2002 under the plan provisions in effect on December 31, 2002. For employees of REI, the frozen accrued benefit as of December 31, 2002 under the Refrigeration Engineering, Inc. Retirement Plan. (ii) 0.5% of the Final Average Pay times years of credited service earned after December 31, 2002 (iii) Transition Benefit - 0.5% of the Final Average Pay times years of credited service earned after December 31, 2002 up to a maximum of ten years. This transition benefit applies only to salaried employees who were participants in this plan on December 31, 2002, are at least age 45 and whose age plus service exceeds 55 on January 1, 2003 and does not apply to REI employees.
Early retirement	
• Eligibility	Employees who have completed five or more years of service
• Benefit	The early retirement benefit is equal to the normal retirement benefit reduced by 0.3% for each whole calendar month that the benefit commencement date precedes the normal retirement date, provided that the reduction not exceed 85%.
Late retirement	Not applicable
• Eligibility	Actual retirement may be deferred.
• Benefit	The benefit will be same as the normal retirement benefit.

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
• Eligibility	Upon termination of employment after completion of five or more years of vesting service, an employee shall be eligible for a pension commencing at age 65.
• Benefit	The normal retirement benefit payable at NRD. The benefit payable at any date earlier than age 65 is calculated in the same manner as an early retirement benefit. The benefit is payable as a lump sum or immediate life annuity or, for a married individual, as a qualified joint and survivor annuity unless a lump sum is elected.
Disability	
• Eligibility	Any vested participant who becomes disabled after December 31, 2003.
• Benefit	The benefit is same as described under deferred vested.
Pre-retirement death	
• Eligibility	A married vested participant who dies shall be eligible for death benefit
• Benefit prior to early retirement	The pre-retirement death benefit payable to the designated beneficiary of an unmarried employee on his date of death is equal to 50% of the benefit which would be payable to the participant had the participant separated from service on the date of death and elected to commence a single life annuity, payable as a lump sum. The pre-retirement death benefit payable to the surviving spouse of a participant who is married on his date of death is equal to 50% of the benefit that would be payable to the participant had the participant separated from service on the date of death, survived to the benefit commencement date elected by the spouse and elected to commence a single life annuity.
• Benefit after early retirement	The beneficiary will be paid under the optional forms of benefit payment elected by the employee. All optional forms are actuarially equivalent to a life annuity form of payment. Payments will commence on the first day of the month following the month in which the employee's death occurs.
Unpredictable contingent event benefits	Not Applicable

Schedule SB, Part V — Summary of Plan Provisions

Form of benefits	
• Automatic form for unmarried participants	Single life annuity with a ten year payment guarantee
• Automatic form for married participants	50% contingent annuity (actuarially reduced).
• Optional forms	Optional forms of payment include a lump sum payment; a contingent annuity and a life with term certain annuity. If eligible for early retirement, an employee may also choose to receive his benefit under the Social Security level benefit option if he retires at or after age 55 with at least 15 years of service. In case of pre-retirement death, the surviving spouse may elect to receive the pre-retirement death benefit in a lump sum in lieu of a life annuity. For unmarried participants the benefit is paid as a lump sum.
• Optional form conversion factors	Converted using Actuarial Equivalence. Lump sum use 417(e)(3) rates and mortality.
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2016, the limit is $210,000.

Schedule SB, Part V — Summary of Plan Provisions

Summary of Major Plan Provisions – Hourly and Bargaining

Effective date and plan year	Original plan: May 1, 1963 Restated plan: January 1, 2010 Plan year: Calendar year
Status of the plan	The plan has ongoing benefit and service accruals and newly hired participants are eligible to participate in the plan.
Significant events that occurred during the year	None
Definitions	
• Covered employees	All hourly-paid employees designated as eligible in an Adoption Agreement.
• Participation	An Employee shall be eligible to become an active Participant on the later of his date of employment or the effective date of the Adoption Agreement which pertains to him.
• Employee contributions	None
• Vesting service	Except as specified in the appropriate Adoption Agreement, the period of time between an Employee's employment commencement date and his severance from service date.
• Credited service	One month for each month an employee works at least one hour of service beginning with the later of date of hire or group participation date and ending with date of termination. No service is granted prior to the following dates:

Location	Earliest Date of Credited
Atlanta Georgia Systems	May 1, 1987
Gloversville	January 1, 1980
Montgomery	September 1, 1979

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement

- Eligibility

Age 65 with three years of Continuous Service for Bridgeton. Age 65 for other hourly locations.

- Benefit

As specified in the Adoption Agreement. For each year of Credited Service, the monthly benefit is determined by the applicable multiplier:

Location	Employees' termination on or after	Benefit Multiplier
Atlanta	1/1/1996	$10.00
Bridgeton	1/1/1998	$24.00
	1/1/1999	$26.00
	1/1/2000	$29.00
	1/1/2002	$31.00
	1/1/2004	$32.00
	1/1/2005	$35.00
	1/1/2006	$36.00
	1/1/2009	$39.00
	1/1/2013	$41.00
	1/1/2015	$42.00
	1/1/2016	$43.00
Gloversville	1/1/1998	$15.00
	1/1/1999	$15.25
	1/1/2000	$15.75
	1/1/2001	$16.00
	1/1/2002	$16.50
	1/1/2003	$16.75
	1/1/2004	$17.10
	1/1/2005	$17.50
	1/1/2006	$19.00
Montgomery	Sum of: (1) $5.00 times Credited Service from 9/1/1979 to 12/31/1990 (2) $9.00 times Credited Service after 1/1/1991	

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
• Eligibility	First day of the month next following the attainment of age 55 and the completion of ten years of Continuous Service.
• Benefit	Accrued Benefit earned to the date of termination reduced 6% per year from age 65. For Bridgeton, benefit is an unreduced at age 60 with 30 years of Continuous Service.
Late retirement	
• Eligibility	Actual retirement may be deferred.
• Benefit	Normal Retirement Benefit calculated using Credited Service at late retirement date.
Deferred vested	
• Eligibility	Completion of five years of Continuous Service.
• Benefit	Accrued Benefit payable at age 65. If payment commences prior to age 65, the benefit is reduced in the same manner as the Early Retirement Benefit.
Disability	
• Eligibility	For Bridgeton, physical or mental illness which prevents a participant from performing his job and is considered permanent as certified by a qualified physician. The disability must have lasted five months. No other hourly locations have disability benefits.
• Benefit	For Bridgeton, immediate unreduced annuity commencing as early as five months and as late as 18 months after last day of employment (period of deferral). The period of deferral is counted as Credited Service. At age 65, the benefit is adjusted to reflect additional Credited Service equal to the difference between 24 months and the period of deferral.
Pre-retirement death	
• Eligibility	For Bridgeton, completion of ten years of Credited Service. No other hourly locations have additional death benefits
• Benefit prior to early retirement	For Bridgeton, designated beneficiary receives 60 monthly pension payments (or an equivalent lump sum) of the Participant's monthly Accrued Benefit, unreduced for an early commencement of payment. The benefit which would have been payable to the spouse assuming the employee terminated employment on the day before he died (or, if earlier, on his actual date of termination employment) and elected the 50% Joint and Survivor Annuity Option to commence on his earliest possible retirement date. The benefit is payable in the form of a life annuity to the spouse commencing on the Participant's earliest retirement date.

Schedule SB, Part V — Summary of Plan Provisions

Unpredictable contingent event benefits	Not Applicable
Form of benefits	
• Automatic form for unmarried participants	Single life annuity with a five year payment guarantee
• Automatic form for married participants	50% Joint & Survivor Annuity
• Optional forms	- Single life annuity with a five year payment guarantee - 50% Joint & Survivor Annuity with a five year payment guarantee - 75% Joint & Survivor Annuity with a five year payment guarantee - 100% Joint & Survivor Annuity with a five year payment guarantee
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2016, the limit is $210,000.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated effective January 1, 2010 and amended as of December 31, 2014 through the Seventh amendment are included in this valuation:

- **Most recent plan amendments included:** The Sixth Amendment effective October 9, 2014 and the Seventh Amendment executed December 31, 2014 and effective June 26, 2013.
- **Plan amendments excluded:** None
- **Late retirement increases:**
  - *Active participants:* Since suspension of benefits notices are given to active employees, late retirement actuarial increases apply to participants who defer retirement beyond age 70-1/2. This valuation does not value an actuarial increase for active employees as it is deemed immaterial.
  - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including a late retirement actuarial increase using he plan's actuarial equivalence.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions

Plan Provisions Specific to Funding
Additional Benefits Included or Excluded

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

Plan Provision Changes Since Prior Valuation

- For ERISA funding purposes, the Bridgeton Union multiplier was updated as of January 1, 2016 to be $43.

HUSSMANN CORPORATION RETIREMENT PLAN
FEIN: 43-0156220
Plan#: 039

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

December 31, 2016
(See Independent Auditor's Report)

a)	b) Identity of Issuer	c) Description of Investment	d) Cost	e) Current Value
	Registered Investment Companies:			
*	JP Morgan	JP Morgan Chase US Government	$ 293,462	$ 293,462
	Vanguard	Prime Money Market	9,804,778	9,804,778
	John Hancock	Global Absolute Return Strategies	3,727,905	3,433,759
	CBRE Clarion Securities	CBRE Clarion Long/Short	2,785,479	2,624,221
	Versus Capital	Versus Capital Multi-Manager Real Estate Income	2,624,276	2,706,166
	Stone Ridge Trust II	Stone Ridge Reinsurance Risk Premium Interval	5,000,000	5,722,210
	AQR Funds	AQR Multi-Strategy Alternative	3,900,233	3,651,625
	Collective Trusts:			
	BlackRock	Long-Term Credit Bond Index NL	48,630,118	52,735,722
	BlackRock	MSCI ACWI Equity	61,653,611	95,277,040
	Limited Partnerships:			
	Titan Global Equity Fund	Titan Global Equity Offshore Class A	3,552,017	3,457,594
	Alternative Investment Group Services	Alternative Investment Institutional Ltd.	3,500,000	3,398,601
	AQR Funds	AQR Delta XN Offshore Class B	5,000,000	5,370,299
	Abbey Capital Limited	ACL Alternative	11,234,000	11,568,091
	Larch Lane	Larch Lane Absolute Return Offshore	5,000,000	4,952,385
	Titan Masters International Fund	Titan Masters International	3,000,000	2,849,015
			$ 169,705,879	$ 207,844,968

* Party-in-interest.

Schedule SB, line 32 — Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year since the IRC section 430 changes made by the Pension Protection Act of 2016 (PPA) took effect for the plan. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than $0.

Shortfall bases					
Year established		**Outstanding balance**	**Years remaining**		**2016 Installment**
2015	$	35,690,660	6	$	6,678,829
2016		(3,084,818)	7		(509,684)
Total	$	32,605,842		$	6,169,145

Schedule SB, line 24 — Change in Actuarial Assumptions

- The expense component of normal cost increased from $2,245,000 to $2,487,000 to reflect our expectations for the current plan year.
- The lump sum interest was updated to be the current year's funding segment rates, and the lump sum mortality was updated to be the current year's 417(e) table.