

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 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 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: ☐ a multiemployer plan; ☒ a single-employer plan; ☐ a multiple-employer plan; or ☐ a DFE (specify) ____
B	This return/report is: ☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information
1a	Name of plan COBHAM UNITED STATES 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 05/20/2005
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) COBHAM MANAGEMENT SERVICES INC. 2121 CRYSTAL CITY DRIVE SUITE 625 ARLINGTON, VA 22202
2b	Employer Identification Number (EIN) 20-8844348
2c	Sponsor's telephone number 858-560-1301
2d	Business code (see instructions) 336410

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.	10/08/2010	JAMES RAFFERTY
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") COBHAM MANAGEMENT SERVICES INC. 2121 CRYSTAL CITY DRIVE SUITE 625 ARLINGTON, VA 22202	3b Administrator's EIN 20-8844348 3c Administrator's telephone number 858-560-1301
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name REMEC DEFENSE & SPACE, INC.	4b EIN 33-0794886 4c PN 001
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5 Total number of participants at the beginning of the plan year	5	1139
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants.....	3898
b Retired or separated participants receiving benefits.....	8
c Other retired or separated participants entitled to future benefits.....	528
d Subtotal. Add lines 6a , 6b , and 6c	4434
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	7
f Total. Add lines 6d and 6e	4441
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	3578
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	40

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 2T 3D 3H 2R 3F

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan COBHAM UNITED STATES 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 COBHAM MANAGEMENT SERVICES INC.	D Employer Identification Number (EIN) 20-8844348	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
FIDELITY INVESTMENTS INSTITUTIONAL	
04-2647786	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation	
ADP, INC	1 ADP BLVD ROSELAND, NJ 07068

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	39410	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

(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 ☐

(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 ☐

(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 ☐

(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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ABDN GLBL FX INC IS - CITI FUND SER 31-1249295	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ABF BALANCED INV - STATE STREET BAN 04-1867445	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ABF INTL EQUITY INV - STATE STREET 04-1867445	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ABF LG CAP VAL INV - STATE STREET B 04-1867445	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF EUROPAC GROWTH R5 - AMERICAN FUN 95-2566717	0.05%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AIM BASIC VALUE A - INVESCO AIM INV 98-0557567	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
AIM CONSTELLATION A - INVESCO AIM I 98-0557567	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
AIM GLB SM&MDCP GR A - INVESCO TRIM 98-0557567	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
AIM MIDCAP CORE EQ A - INVESCO AIM 98-0557567	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALL/BERN SMMDCPVAL A - ALLIANCEBERN 13-3211780	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALLNZ CCM CAP AP ADM - BOSTON FINAN 04-2526037	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALLNZ CCM MID CP ADM - BOSTON FINAN 04-2526037	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALLNZ NFJ DIV VAL AD - BOSTON FINAN 04-2526037	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALLNZ NFJ DIV VAL I - BOSTON FINANC 04-2526037	0.10%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
ALLNZ NFJ SMCAPVAL I - BOSTON FINAN 04-2526037	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ALLNZ NFJ SMCPVAL AD - BOSTON FINAN 04-2526037	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
AM CEN LG CO VAL INV - AMERICAN CEN 44-0619208	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
AM CENT ULTRA INV - AMERICAN CENTUR 44-0619208	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
AM CENT VISTA INV - AMERICAN CENTUR 44-0619208	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ARIEL APPRECIATION - US BANCORP FUN 39-0281260	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ARIEL FUND - US BANCORP FUND SERVIC 39-0281260	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ARTISAN INTL - BOSTON FINANCIAL DAT 04-2526037	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ARTISAN MID CAP INV - BOSTON FINANC 04-2526037	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ARTISAN MID CAP VAL - BOSTON FINANC 04-2526037	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
BARON ASSET FUND - DST SYSTEMS, INC 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
BARON GROWTH - DST SYSTEMS, INC. 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
BARON SMALL CAP - DST SYSTEMS, INC. 43-1581814	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
CALV NEWVIS SM CP A - BOSTON FINANC	0.35%
04-2526037	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
CALVERT CAP ACC A - BOSTON FINANCIA	0.35%
04-2526037	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
CALVERT SIF BALNCD A - BOSTON FINAN	0.35%
04-2526037	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
CALVERT SIF EQUITY A - BOSTON FINAN 04-2526037	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
COL CONS HIGH YLD Z - COLUMBIA MANA 04-2838628	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
COL/ACORN SELECT Z - COLUMBIA MANAG 04-2838628	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
COLUMBIA ACORN USA Z - COLUMBIA MAN 04-2838628	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
CS LARGE CAP VALUE A - BOSTON FINAN 04-2526037	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
CS LG CAP GRTH COM - BOSTON FINANCI 04-2526037	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
CS MID CAP CORE COM - BOSTON FINANC 04-2526037	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
DOMINI SOCIAL EQ INV - PNC GLOBAL I 25-1435979	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
DWS GLOBAL OPPS S - DWS INVESTMENTS 02-0432775	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
DWS INTERNATIONAL S - DWS INVESTMEN 02-0432775	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
DWS STRATEGIC VAL A - DWS INVESTMEN 02-0432775	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
FKLN SMMIDCAP GRTH A - FRANKLIN TEM 94-3167260	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
HARTFORD GROWTH Y - HARTFORD ADMINI 41-0679409	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
HARTFORD INTL GRTH Y - HARTFORD ADM 41-0679409	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
HTFD SM CAP GROWTH Y - HARTFORD ADM 41-0679409	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
JH SMALL COMPANY A - DST SYSTEMS, I 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
LD ABBETT AFFILTD A - DST SYSTEMS, 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
LD ABBETT MIDCPVAL P - DST SYSTEMS, 43-1581814	0.45%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
LD ABBETT SMCP BLD A - DST SYSTEMS, 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
LM CBA AGG GR A - BOSTON FINANCIAL 04-2526037	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
LM CBA LC GRO A - BOSTON FINANCIAL 04-2526037	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
LM CM VALUE FI - BOSTON FINANCIAL D 04-2526037	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
LOOMIS GROWTH A - BOSTON FINANCIAL 04-2526037	0.55%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
LOOMIS SM CAP VAL R - BOSTON FINANC 04-2526037	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MANAGERS BOND FUND - PNC GLOBAL INV 04-2871943	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MANAGERS SPECIAL EQ - PNC GLOBAL IN 04-2871943	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MGRS AMG ES LG CP GR - PNC GLOBAL I 04-2871943	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MSIF CAPITAL GRTH P - MORGAN STANLE 13-3799749	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MSIF CP FX INC P - JPMORGAN INVESTO 22-2382028	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MSIF EMERGING MKTS P - MORGAN STANL 13-3799749	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MSIF INTL EQUITY P - MORGAN STANLEY 13-3799749	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MSIF MID CAP GRTH P - JPMORGAN INVE 22-2382028	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MSIF VALUE P - JPMORGAN INVESTOR SE 22-2382028	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MUTUAL GBL DISCVRY A - FRANKLIN TEM 94-3167260	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
MUTUAL SHARES A - FRANKLIN TEMPLETO 94-3167260	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
NB CORE BOND INV - STATE STREET BAN ONE LINCOLN STREET BOSTON, MA 02111	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NB FOCUS TRUST - STATE STREET BANK ONE LINCOLN STREET BOSTON, MA 02111	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NB GUARDIAN TRUST - STATE STREET BA ONE LINCOLN STREET BOSTON, MA 02111	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NB HIGH INC BOND INV - STATE STREET ONE LINCOLN STREET BOSTON, MA 02111	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NB INTL FUND TRUST - STATE STREET B ONE LINCOLN STREET BOSTON, MA 02111	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NB PARTNERS TRUST - STATE STREET BA ONE LINCOLN STREET BOSTON, MA 02111	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
NB REGENCY TRUST - STATE STREET BAN ONE LINCOLN STREET BOSTON, MA 02111	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
NB SOCIALLY RESP TR - STATE STREET ONE LINCOLN STREET BOSTON, MA 02111	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
OAKMARK EQ & INC I - BOSTON FINANCIAL D 04-2526037	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
OAKMARK FUND I - BOSTON FINANCIAL D 04-2526037	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PIM GLBBND AD UNHDGD - BOSTON FINAN 04-2526037	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PIMCO HIGH YIELD ADM - BOSTON FINAN 04-2526037	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PIMCO LOW DUR ADM - BOSTON FINAN CIA 04-2526037	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PIMCO LT US GOVT ADM - BOSTON FINAN 04-2526037	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PIMCO REAL RTN BD AD - BOSTON FINAN 04-2526037	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
RAINIER SM/MID CAP - US BANCORP FUN		0.35%
39-0281260		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ROYCE OPPORTUNITY S - BOSTON FINANC		0.45%
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ROYCE TOT RETURN SER - BOSTON FINAN		0.45%
04-2526037		

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
ROYCE VALUE PLUS SER - BOSTON FINAN 04-2526037	0.45%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
RS PARTNERS A - BOSTON FINANCIAL DA 04-2526037	0.55%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
RS SMALL CAP GRTH A - BOSTON FINANC 04-2526037	0.55%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
RS VALUE A - BOSTON FINANCIAL DATA 04-2526037	0.55%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
TCW SELECT EQUITY N - US BANCORP FU 39-0281260	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
TEMPLETON DEV MKTS A - FRANKLIN TEM 94-3167260	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TEMPLETON FOREIGN A - FRANKLIN TEMP 94-3167260	0.35%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TEMPLETON GROWTH A - FRANKLIN TEMPL 94-3167260	0.35%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TEMPLETON WORLD A - FRANKLIN TEMPLE 94-3167260	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
TMPL FOREIGN SM CO A - FRANKLIN TEM 94-3167260	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
TMPL GLOBAL BOND A - FRANKLIN TEMPL 94-3167260	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
TOUCHSTN SC SEL GR Z - JPMORGAN CHA 13-3379014	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
VAN KAMPEN EQ INC A - VAN KAMPEN IN PO BOX 219286 KANSAS, MO 64121	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
VIRTUS MID-CAP VAL A - VP DISTRIBUT 06-0847856	0.50%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
VIRTUS SM-CAP CORE I - VP DISTRIBUT 06-0847856	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
VK GROWTH & INCOME A - VAN KAMPEN I PO BOX 219286 KANSAS, MO 64121	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
WA CORE PLUS BOND FI - BOSTON FINAN 04-2526037	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
WEST ASSET CORE FI - BOSTON FINANCI 04-2526037	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
WFA C&B MDCP VAL INV - BOSTON FINAN 04-2526037	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
WFA MIDCP DSCPLD INV - BOSTON FINAN 04-2526037	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
WFA SM CAP VAL INV - BOSTON FINANCI 04-2526037	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
WFA SMALL CO VALUE A - BOSTON FINAN 04-2526037	0.35%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0

(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.
ALGER SPECTRA FUND CLASS CL A P.O. BOX 8480 BOSTON, MA 02266	0.25% + 12.00

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0

(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.
ARTISAN MID CAP VALUE 875 EAST WISCONSIN AVENUE MILWAUKEE, WI 53202	0.40%

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
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
DIREXION MONTHLY LATIN AM BULL X2 I	ONE NEWTON PLACE, SUITE 310 NEWTON, MA 02458	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
FIRST AMERICAN SHORT TERM BOND CL A	800 NICOLLET MALL MINNEAPOLIS, MN 55402	0.15% + 12.00
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
FMI LARGE CAP FUND	225 EAST MASON ST MILWAUKEE, WI 53202	0.40%

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
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
GABELLI ASSET FUND 401 THEODORE FREMD. AVE RYE, NY 10580	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
GABELLI EQUITY INCOME FUND 401 THEODORE FREMD. AVE RYE, NY 10580	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
ICON ENERGY 5299 DTC BLVD. SUITE 1200 GREENWOOD VILLAGE, CO 80111	0.40%	

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
FIDELITY INVESTMENTS INSTITUT	60	0

(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.
JANUS ORION FUND CLASS J SHARES 151 DETROIT ST. DENVER, CO 80206	0.33%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0

(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.
JANUS SHORT TERM BOND FUND CLASS J 151 DETROIT ST. DENVER, CO 80206	0.33%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0

(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.
JANUS WORLDWIDE FUND CLASS J 151 DETROIT ST. DENVER, CO 80206	0.33%

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
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
LEUTHOLD GRIZZLY SHORT FUND	33 SOUTH SIXTH ST. MINNEAPOLIS, MN 55402	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
LOOMIS SAYLES BOND INSTL	399 BOYLSTON STREET, 6TH FLOOR BOSTON, MA 02116	16.00
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
METZLER PAYDEN EURO EMERGING MKTS C	333 SOUTH GRAND AVE LOS ANGELES, CA 90071	0.40%

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
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
OAKMARK GLOBAL FUND I	399 BOYLSTON STREET, 6TH FLOOR BOSTON, MA 02116	0.35%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
OBERWEIS CHINA OPPORTUNITIES FUND	3333 WARRENVILLE ROAD LISLE, IL 60532	0.40%
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
PARNASSUS WORKPLACE	1 MARKET STREET STEUART STE 1600 SAN FRANCISCO, CA 94105	0.40%

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
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
PIMCO REAL RETURN CLASS D 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	0.35%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
ROYCE VALUE FUND SERVICE CL 1414 AVENUE OF THE AMERICANS NEW YORK, NY 10010	0.40%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
SCOUT INTERNATIONAL FUND P.O. BOX 701 MILWAUKEE, WI 53201	0.40%	

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
FIDELITY INVESTMENTS INSTITUT	60	0

(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.
SIT DIVIDEND GROWTH FD CL S 80 SOUTH 8TH STREET MINNEAPOLIS, MN 55402	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0

(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.
T ROWE PRICE CAP APPRECIATION 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.02%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0

(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.
T ROWE PRICE EQUITY INCOME 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.02%

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
FIDELITY INVESTMENTS INSTITUT	60	0

(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.
T ROWE PRICE INTL DISCOVERY FUND 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.02%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0

(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.
T ROWE PRICE SPECTRUM INCOME 4515 PAINTERS MILL RD OWINGS MILLS, MD 21117	0.02%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0

(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.
THIRD AVENUE REAL ESTATE VALUE 622 THIRD AVENUE 32 FLOOR NEW YORK, NY 10017	16.00

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
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
TOCQUEVILLE GOLD FUND 40 W 57TH STREET 19TH FL NEW YORK, NY 10019	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(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.
WEITZ VALUE 1125 SOUTH 103RD STREET OMAHA, NE 68124	0.40%	
(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:	MOHLER, NIXON & WILLIAMS	b EIN:	77-0106234
c Position:	ACCOUNTANT		
d Address:	635 CAMPBELL TECHNOLOGY PKWY, #100 CAMPBELL, CA 95008-5059	e Telephone:	408-369-2563

Explanation: MERGER OF SEVERAL PLANS WITH VARIOUS ACCOUNTANTS

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 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan COBHAM UNITED STATES 401(K) PLAN	B Three-digit plan number (PN) ► 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 COBHAM MANAGEMENT SERVICES INC.	D Employer Identification Number (EIN) 20-8844348

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT		
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY		
c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10757111
a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT II		
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY		
c EIN-PN 04-3022712-025	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26186717
a Name of MTIA, CCT, PSA, or 103-12 IE: STABLE VALUE FUND		
b Name of sponsor of entity listed in (a): SEI TRUST COMPANY		
c EIN-PN 23-3010584-006	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1400052
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

SCHEDULE H (Form 5500) Department of the Treasury 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
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan COBHAM UNITED STATES 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 COBHAM MANAGEMENT SERVICES INC.	D Employer Identification Number (EIN) 20-8844348	

Part I	Asset and Liability Statement
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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	0	1000
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	8731233	18044144
(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)	0	10114
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	5580
(B) Common	1c(4)(B)	0	1141288
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1890128	7641095
(9) Value of interest in common/collective trusts.....	1c(9)	12867	38298133
(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)	15646919	193585915
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	26281147	258727269

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	0	201
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	201

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	26281147	258727068
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	4828440	
(B) Participants	2a(1)(B)	8408272	
(C) Others (including rollovers)	2a(1)(C)	829149	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		14065861
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	78599	
(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)	205292	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		283891
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	6644	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1650743	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1657387
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	2443691	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2449205	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-5514

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	54880	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		54880
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-603381
(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)		20548873
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		36001997

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4617798	
(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)		4617798
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		6247
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	201	
(4) Other	2i(4)	36482	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		36683
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4660728

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		31341269
l Transfers of assets:			
(1) To this plan.....	2l(1)		201104652
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

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

(1) Name: TRONCONI SEGARRA & ASSOCIATES, LLP

(2) EIN: 04-3728817

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 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.).....		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.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		

- 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)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>COBHAM UNITED STATES 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>COBHAM MANAGEMENT SERVICES INC.</u>	D Employer Identification Number (EIN) <u>20-8844348</u>

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

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	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 providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (a) through (c)

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

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

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

Cobham United States 401(k) Plan

**Financial Statements and
Supplementary Information**

December 31, 2009 and 2008

Cobham United States 401(k) Plan
Financial Statements
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Report of Independent Accountants

To the Plan Administrator and Participants of the
Cobham United States 401(k) Plan
Arlington, Virginia

We were engaged to audit the financial statements of the Cobham United States 401(k) Plan (the "Plan") as of and for the year ended December 31, 2009, and the related supplementary information as of December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplementary information are the responsibility of the Plan's management. The financial statements of the Plan as of and for the year ended December 31, 2008 were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated July 9, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplementary information. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the financial statements and supplementary information taken as a whole. The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Tronconi Segarra & Associates LLP

September 22, 2010

Offices

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Cobham United States 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
<i>Investments, at fair value</i>	\$ 251,086,173	\$ 24,391,712
<i>Participant Loans</i>	7,641,095	1,890,128
<i>Contributions Receivable</i>		
Plan Sponsor	75,730	0
Participant	<u>136,181</u>	<u>0</u>
Total contributions receivable	211,911	0
Net assets available for benefits, at fair value	258,939,179	26,281,840
<i>Adjustment From Fair Value to Contract Value For Fully Benefit-Responsive Investment Contracts</i>	<u>725,150</u>	<u>0</u>
Net assets available for benefits	<u><u>\$ 259,664,329</u></u>	<u><u>\$ 26,281,840</u></u>

See report of independent accountants and notes to financial statements.

Cobham United States 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
for the years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
<i>Additions to Net Assets Attributed to:</i>		
Investment income:		
Interest and dividends	\$ 2,030,706	\$ 835,576
Contributions:		
Plan Sponsor	4,904,170	1,205,096
Participant	<u>9,373,602</u>	<u>3,752,899</u>
Total contributions	<u>14,277,772</u>	<u>4,957,995</u>
Transfers from merging plans	<u>201,104,652</u>	<u>0</u>
Total additions	217,413,130	5,793,571
<i>Net Appreciation (Depreciation) in</i>		
<i>Fair Value of Investments</i>	20,629,886	(10,796,262)
<i>Deductions from Net Assets Attributed to:</i>		
Benefits paid to participants	4,624,045	1,137,136
Administrative expenses	<u>36,482</u>	<u>35,928</u>
Total deductions	<u>4,660,527</u>	<u>1,173,064</u>
Net increase (decrease)	233,382,489	(6,175,755)
<i>Net Assets Available for Benefits:</i>		
Beginning of year	<u>26,281,840</u>	<u>32,457,595</u>
End of year	<u><u>\$ 259,664,329</u></u>	<u><u>\$ 26,281,840</u></u>

See report of independent accountants and notes to financial statements.

Cobham United States 401(k) Plan

Notes to Financial Statements

1. Description of the Plan

The following brief description of the Cobham United States 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General – The Plan is a prototype, non-standardized profit sharing/401(k) plan sponsored by Cobham Holdings, Inc. (the “Plan Sponsor”), and covers substantially all employees of the Plan Sponsor’s participating business units who have attained the age of 18. In accordance with the Plan agreement, the following classes of employees are excluded from eligibility:

- Employees covered by a collective bargaining agreement
- Leased employees
- Non-resident aliens
- Temporary employees; student interns; co-op students; common law employees (unless these employees attain the age of at least 21 and complete at least 1,000 hours of service)

The Plan was established effective May 20, 2005 by REMEC Defense & Space, Inc. (“REMEC”). Effective April 1, 2009, the Plan was amended and its name changed from REMEC Defense & Space, Inc. 401(k) Retirement Plan to Cobham North America 401(k) Plan. Subsequent to year end, the Plan changed its name to Cobham United States 401(k) Plan.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions –Participants may elect to contribute up to 90% of their annual pre-tax or, effective April 1, 2009, Roth after-tax compensation to the Plan, limited to the amount imposed by law. Additionally, participants age 50 or older may elect to make a catch-up contribution limited to the amount imposed by law.

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

For the year ended December 31, 2008 and the period January 1, 2009 through March 31, 2009, the Plan Sponsor matched 100% of a participant's elective deferral up to the first \$180, and 50% of a participant's elective deferral thereafter not to exceed 6% of the participant's compensation for the plan year. Except for Sensor and Antenna Systems, Lansdale, Inc. ("Lansdale"), from April 1, 2009 through December 31, 2009, the Plan Sponsor matched 100% of the first 4% of a participant's eligible compensation, and 50% of the next 2% of eligible compensation. Lansdale matched 100% of the first 6% of a participant's eligible compensation. The Plan Sponsor is also allowed to make discretionary contributions to the Plan. A participant is eligible to receive discretionary Plan Sponsor contributions if he or she are actively employed by the Plan Sponsor on the last day of the Plan year and have worked at least 501 hours of service during the plan year. No discretionary Plan Sponsor contributions were made to the Plan for the years ended December 31, 2009 and 2008.

Participant Accounts – Individual accounts are maintained for each Plan participant. Participant accounts are increased by participant contributions, Plan Sponsor contributions, and the participant's share of Plan earnings. Participant accounts are decreased by participant distributions and the participant's share of Plan expenses and losses.

Vesting – Participants are immediately vested in their contributions, rollovers and actual earnings thereon. Participants enrolled on or after April 1, 2009 are vested in Plan Sponsor contributions 30% after the first year of service, 70% after the second year of service and become fully vested after three years of service.

Employees of REMEC hired prior to April 1, 2009 become vested in Plan Sponsor contributions at a rate of 50% per year, and, accordingly, become fully vested after two years of service.

Employees of Lansdale hired prior to April 1, 2009 are fully vested in Plan Sponsor contributions.

Payment of Benefits – Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum distribution equal to the value of his or her vested account. The Plan permits in-service distributions for participants older than age 59½. Hardship withdrawals as defined by the Internal Revenue Code (the "Code") are available to participants only from the vested portion of their account and must be at least \$500. If the hardship withdrawal is made, the participant's eligibility to make contributions to the Plan will be suspended for twelve months.

Forfeitures – Forfeitures resulting from non-vested contributions previously made by the Plan Sponsor can first be used to pay Plan expenses. Any forfeitures remaining after paying Plan expenses will be used to reduce future Plan Sponsor contributions.

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Loans to Participants – In accordance with Plan provisions, participants are permitted to borrow a maximum amount equal to the lesser of \$50,000, reduced by the highest outstanding loan balance during the one year period ending on the day before the loan is made, or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with rates available for similar loans from commercial lending institutions. Repayment terms may not exceed five years, with the exception of a loan used to purchase a primary residence in which case the loan must be payable within a reasonable time commensurate with the repayment period permitted by commercial lenders for similar loans, which is determined by the Plan administrator. In the event of a default, death, disability, or termination of employment, the entire outstanding principal and accrued interest shall be immediately due and payable. Any unpaid balance will be deemed a taxable distribution from the Plan.

Income Taxes – The Plan Sponsor obtained a favorable determination letter dated October 9, 2003 in which the Internal Revenue Service ("IRS") stated that the prototype plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code"). The Plan has been amended subsequent to the IRS determination letter. However, the Plan administrator believes that the Plan is operating in compliance with the requirements of the Code and therefore, believes that the Plan is qualified and the related trust is tax exempt. Accordingly, no provision for income taxes has been included in the accompanying financial statements.

Plan Termination – Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan agreement to discontinue its contributions at any time and to terminate its participation in the Plan, subject to the provisions of ERISA. In the event of partial or complete Plan termination, participants will become fully vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting – The accompanying financial statements are prepared under the accrual method of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The accompanying statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The accompanying statements of changes in net assets available for benefits are prepared on a contract value basis.

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments – As of December 31, 2009 and 2008, the Plan’s investments in cash, money market funds, mutual funds and common collective trusts were stated at fair value, as determined by Fidelity Management Trust Company (“Fidelity”). The fair market value of the mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year end. The fair market value of the common collective trusts represent contract value adjusted to reflect current market interest rates only to the extent such market rates exceed contract crediting rates.

The Plan presents in the accompanying statements of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of investments, which includes both realized gains (losses) and unrealized appreciation (depreciation) in the fair value of investments. Realized gains and losses on disposition of investments were based upon actual costs and selling prices.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Benefit Payments – Benefits are recorded when paid.

Plan Expenses – Certain accounting and administrative expenses of the Plan are paid by the Plan Sponsor. Expenses relating to investment activity are paid by the Plan.

Party-in-Interest Transactions – Certain Plan investments are shares of mutual funds, common collective trusts and a money market account, managed by Fidelity. Fidelity is the trustee as defined by the Plan, and, therefore, these transactions qualify as party-in-interest transactions.

Risks and Uncertainties – Investments are exposed to various risks, such as interest rate and market risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants’ account balances and the amount reported in the accompanying financial statements.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Accordingly, actual results could differ from those estimates.

Subsequent Events – The Plan administrator has evaluated subsequent events, for recognition or disclosure, through September 22, 2010, the date the accompanying financial statements were available to be issued.

Cobham United States 401(k) Plan
Notes to Financial Statements (continued)

3. Information Certified by the Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity has certified that the following data included in the accompanying financial statements and related supplementary information is complete and accurate. Individual investment securities that met or exceeded 5% of the Plan's net assets available for benefits at December 31, 2009 or 2008 have been separately identified.

	<u>2009</u>	<u>2008</u>
Deposits in Common Collective Trusts:		
Fidelity Managed Income Portfolio Fund II, at contract value	\$ 26,515,729	\$ 0
Deposits in Money Market Funds:		
Fidelity Retirement Money Market Portfolio	16,924,585	8,535,336
Deposits in Mutual Funds:		
Vanguard Institutional Index Fund	19,811,812	0
Pimco Total Return Institutional Fund	16,446,191	78,744
Oakmark Equity & Income Fund - Class I	15,962,155	72,275
Fidelity Magellan Fund	0	1,891,872
Fidelity Growth Company Fund	24,183,150	2,383,643
Fidelity Asset Manager 50% Fund	0	1,767,431
Fidelity Contra Fund	22,132,035	2,017,697
Fidelity Low Priced Stock Fund	13,226,942	125,370
Other	96,608,724	7,519,344
	<u>251,811,323</u>	<u>24,391,712</u>
Participant loans	7,641,095	1,890,128
	<u>\$ 259,452,418</u>	<u>\$ 26,281,840</u>

Fidelity also certified interest and dividend income totaling \$2,030,706 and \$835,576 and net appreciation (depreciation) in fair value of mutual funds of \$20,629,886 and (\$10,796,262) for the years ended December 31, 2009 and 2008, respectively.

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

4. 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 – Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date.
- Level 2 Inputs – Quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in markets that are not active. Also includes inputs other than quoted prices that are observable, either directly or indirectly, for substantially the full term through corroboration with observable, independent market data. This includes investments valued at quoted prices adjusted for legal or contractual restrictions specific to the security.
- Level 3 Inputs – Pricing inputs are unobservable for the asset or liability. That is, inputs that reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

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

The following table sets forth by level within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2009 and 2008:

	2009	2008
Level 1:		
Cash	\$ 1,000	\$ 0
Money market funds	16,924,585	8,731,233
Mutual funds	195,816,708	15,646,918
Level 2		
Common/collective trusts	38,343,880	13,561
Level 3:		
Participant loans	7,641,095	1,890,128
	<u>\$ 258,727,268</u>	<u>\$ 26,281,840</u>

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

5. Plan Mergers

The following table sets forth, by business unit, the approximate asset transfer date and amount into the Plan during 2009:

Business Unit	Approximate Asset Transfer Date	Approximate Asset Transfer Amount
Atlantic Microwave Corporation 401(k) Retirement Savings Plan	April 1, 2009	\$ 5,300,000
Kevlin Corporation 401(k) Plan	April 1, 2009	7,200,000
Sensor and Antenna Systems, Lansdale, Inc. 401(k) Plan	April 1, 2009	43,200,000
Nurad Technologies, Inc. 401(k) Plan	April 1, 2009	4,000,000
Chelton, Inc. Savings & Investment Plan	July 1, 2009	1,000,000
DTC Communications, Inc. 401(k) Plan	August 1, 2009	6,200,000
Wulfsburg Electronics Savings & Investment Plan	August 1, 2009	5,000,000
Sea-Tel, Inc. Retirement Plan	October 1, 2009	5,100,000
Comant Industries Inc. 401(k) Plan	October 1, 2009	1,100,000
S-TEC Corporation 401(k) Plan	October 1, 2009	4,200,000
Patriot Antenna Systems, Inc. 401(k) Plan	December 1, 2009	500,000
TracStar (Gevity 401(k) Plan)	December 1, 2009	500,000
Cobham Defense Electronics Systems - MA-COM Inc. 401(k) Plan	December 31, 2009	117,800,000
		<u>\$ 201,100,000</u>

6. Fully Benefit-Responsive Investment Contracts

The Plan maintains fully benefit-responsive investment contracts (the “Contracts”) with Fidelity and SEI Financial Management (“SEI”). The Contracts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Cobham United States 401(k) Plan
Notes to Financial Statements (continued)

6. Fully Benefit-Responsive Investment Contracts (continued)

Because the Contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Contracts. The Contracts are presented on the face of the accompanying statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan, represents contributions made under the Contracts, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The aggregate fair value of the Contracts at December 31, 2009 and 2008 was \$38,343,880 and \$13,561, respectively. The crediting interest rate is based on capital market developments, the performance of the underlying assets backing the Contracts, and the expected and actual contributions and withdrawals of all of the plans participating in the Contracts. The contract issuer guarantees that the crediting interest rate will never be less than 0%. Such interest rates are reviewed monthly for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: 1.) amendments to the Plan documents including complete or partial plan termination or merger with another plan; 2.) changes to the Plan's prohibition on competing investment options; 3.) bankruptcy of the Plan Sponsor or other Plan Sponsor events that cause a significant withdrawal from the Plan; or 4.) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

Cobham United States 401(k) Plan
Notes to Financial Statements (continued)

6. Fully Benefit-Responsive Investment Contracts (continued)

The contract issuer can terminate the Contracts upon the event of default by the Plan if the contract issuer determines in its reasonable discretion, such event has had, or is likely to have a material adverse effect on its interest with respect to the Contracts.

Average yields:	<u>2009</u>	<u>2008</u>	
<i>SEI Stable Asset Fund</i>			
Based on actual earnings	0.67%	0.00%	*
Based on interest rate credited to participants	0.65%	0.00%	*
<i>Fidelity Managed Income Portfolio Fund</i>			
Based on actual earnings	3.42%	5.80%	
Based on interest rate credited to participants	1.70%	4.04%	
<i>Fidelity Managed Income Portfolio Fund II</i>			
Based on actual earnings	3.15%	0.00%	*
Based on interest rate credited to participants	1.67%	0.00%	*

* The Plan did not hold this asset during 2008.

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the Form 5500 at December 31, 2009:

Net assets available for benefits per the financial statements	\$ 259,664,329
Less: Plan Sponsor contributions receivable	(75,730)
Participant contributions receivable	(136,181)
Adjustment from fair value to contract value for fully-benefit responsive investment contracts	(725,150)
Operating payables	<u>(200)</u>
Net assets available for benefits per the Form 5500	<u>\$ 258,727,068</u>

Cobham United States 401(k) Plan
Notes to Financial Statements (continued)

7. Reconciliation of Financial Statements to Form 5500 (continued)

The following is a reconciliation of contributions per the accompanying financial statements to the Form 5500 for the year ended December 31, 2009:

	Plan Sponsor	Participant
Contributions per the financial statements	\$ 4,904,170	\$ 9,373,602
Less: 2009 receivable	<u>(75,730)</u>	<u>(136,181)</u>
Contributions per the Form 5500	<u>\$ 4,828,440</u>	<u>\$ 9,237,421</u>

The following is a reconciliation of earnings on investments per the accompanying financial statements to the Form 5500 for the year ended December 31, 2009:

	<u>2009</u>
Earnings on investments per the financial statements	\$ 22,660,592
Less: Adjustment from fair value to contract value for fully-benefit responsive investment contracts	(725,150)
Add: Other	<u>694</u>
Earnings on investments per the Form 5500	<u>\$ 21,936,136</u>

Supplementary Information

Cobham United States 401(k) Plan

Form 5500, Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2009

EIN # 20-8844348

Plan # 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	Cash	Cash	\$ 1,000
	SEI Stable Asset Fund	Common/Collective Trust	1,400,052
	Columbia Acorn USA Z Fund	Mutual Fund	6,639,423
	Vanguard Institutional Index Fund	Mutual Fund	19,811,812
	Pimco Total Return Institutional Fund	Mutual Fund	16,446,191
	Allianz Global Investors Fund Management		
	Allianz CCM Capital Appreciation Admin Fund	Mutual Fund	3,506,091
	Allianz NFJ Small Cap Value Instl Fund	Mutual Fund	2,418,719
	Allianz NFJ Dividend Value Instl Fund	Mutual Fund	10,461,677
	Oakmark Equity & Income Fund-Class I	Mutual Fund	15,962,155
	American Funds EuroPacific Growth R5 Fund	Mutual Fund	4,892,682
*	Fidelity		
	Fidelity Managed Income Portfolio Fund	Common/Collective Trust	10,757,111
	Fidelity Managed Income Portfolio Fund II	Common/Collective Trust	26,186,717
	Fidelity Retirement Money Market Portfolio	Money Market Fund	16,924,585
	Fidelity Spartan Extended Market Index Fund	Mutual Fund	359,948
	Fidelity Spartan International Index Fund	Mutual Fund	212,428
	Fidelity Contra Fund	Mutual Fund	22,132,035
	Fidelity Growth Company Fund	Mutual Fund	24,183,150
	Fidelity Government Income Fund	Mutual Fund	3,460,593
	Fidelity Low Priced Stock Fund	Mutual Fund	13,226,942
	Fidelity Diversified International Fund	Mutual Fund	10,398,466
	Fidelity Freedom Income Fund	Mutual Fund	1,766,533
	Fidelity Freedom 2000 Fund	Mutual Fund	910,335
	Fidelity Freedom 2010 Fund	Mutual Fund	5,571,101
	Fidelity Freedom 2020 Fund	Mutual Fund	11,294,363
	Fidelity Freedom 2030 Fund	Mutual Fund	6,712,337
	Fidelity Freedom 2040	Mutual Fund	1,773,645
	Fidelity Freedom 2005	Mutual Fund	506,620
	Fidelity Freedom 2015	Mutual Fund	2,938,962
	Fidelity Freedom 2025	Mutual Fund	4,474,376
	Fidelity Freedom 2035	Mutual Fund	1,374,252
	Fidelity Freedom 2045	Mutual Fund	475,368
	Fidelity Freedom 2050	Mutual Fund	139,199
	Fidelity BrokerageLink	Mutual Fund	3,767,305
			251,086,173
*	Participant Loans	3.25 - 11.5%	7,641,095
	Total assets held for investment		\$ 258,727,268
*	Party-in-interest		

See report of independent accountants.

Cobham United States 401(k) Plan

**Financial Statements and
Supplementary Information**

December 31, 2009 and 2008

Cobham United States 401(k) Plan
Financial Statements
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Report of Independent Accountants

To the Plan Administrator and Participants of the
Cobham United States 401(k) Plan
Arlington, Virginia

We were engaged to audit the financial statements of the Cobham United States 401(k) Plan (the "Plan") as of and for the year ended December 31, 2009, and the related supplementary information as of December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplementary information are the responsibility of the Plan's management. The financial statements of the Plan as of and for the year ended December 31, 2008 were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated July 9, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplementary information. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the financial statements and supplementary information taken as a whole. The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Tronconi Segarra & Associates LLP

September 22, 2010

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Cobham United States 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
<i>Investments, at fair value</i>	\$ 251,086,173	\$ 24,391,712
<i>Participant Loans</i>	7,641,095	1,890,128
<i>Contributions Receivable</i>		
Plan Sponsor	75,730	0
Participant	<u>136,181</u>	<u>0</u>
Total contributions receivable	211,911	0
Net assets available for benefits, at fair value	258,939,179	26,281,840
<i>Adjustment From Fair Value to Contract Value For Fully Benefit-Responsive Investment Contracts</i>	<u>725,150</u>	<u>0</u>
Net assets available for benefits	<u><u>\$ 259,664,329</u></u>	<u><u>\$ 26,281,840</u></u>

See report of independent accountants and notes to financial statements.

Cobham United States 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
for the years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
<i>Additions to Net Assets Attributed to:</i>		
Investment income:		
Interest and dividends	\$ 2,030,706	\$ 835,576
Contributions:		
Plan Sponsor	4,904,170	1,205,096
Participant	<u>9,373,602</u>	<u>3,752,899</u>
Total contributions	<u>14,277,772</u>	<u>4,957,995</u>
Transfers from merging plans	<u>201,104,652</u>	<u>0</u>
Total additions	217,413,130	5,793,571
<i>Net Appreciation (Depreciation) in</i>		
<i>Fair Value of Investments</i>	20,629,886	(10,796,262)
<i>Deductions from Net Assets Attributed to:</i>		
Benefits paid to participants	4,624,045	1,137,136
Administrative expenses	<u>36,482</u>	<u>35,928</u>
Total deductions	<u>4,660,527</u>	<u>1,173,064</u>
Net increase (decrease)	233,382,489	(6,175,755)
<i>Net Assets Available for Benefits:</i>		
Beginning of year	<u>26,281,840</u>	<u>32,457,595</u>
End of year	<u><u>\$ 259,664,329</u></u>	<u><u>\$ 26,281,840</u></u>

See report of independent accountants and notes to financial statements.

Cobham United States 401(k) Plan

Notes to Financial Statements

1. Description of the Plan

The following brief description of the Cobham United States 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General – The Plan is a prototype, non-standardized profit sharing/401(k) plan sponsored by Cobham Holdings, Inc. (the “Plan Sponsor”), and covers substantially all employees of the Plan Sponsor’s participating business units who have attained the age of 18. In accordance with the Plan agreement, the following classes of employees are excluded from eligibility:

- Employees covered by a collective bargaining agreement
- Leased employees
- Non-resident aliens
- Temporary employees; student interns; co-op students; common law employees (unless these employees attain the age of at least 21 and complete at least 1,000 hours of service)

The Plan was established effective May 20, 2005 by REMEC Defense & Space, Inc. (“REMEC”). Effective April 1, 2009, the Plan was amended and its name changed from REMEC Defense & Space, Inc. 401(k) Retirement Plan to Cobham North America 401(k) Plan. Subsequent to year end, the Plan changed its name to Cobham United States 401(k) Plan.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions –Participants may elect to contribute up to 90% of their annual pre-tax or, effective April 1, 2009, Roth after-tax compensation to the Plan, limited to the amount imposed by law. Additionally, participants age 50 or older may elect to make a catch-up contribution limited to the amount imposed by law.

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

For the year ended December 31, 2008 and the period January 1, 2009 through March 31, 2009, the Plan Sponsor matched 100% of a participant's elective deferral up to the first \$180, and 50% of a participant's elective deferral thereafter not to exceed 6% of the participant's compensation for the plan year. Except for Sensor and Antenna Systems, Lansdale, Inc. ("Lansdale"), from April 1, 2009 through December 31, 2009, the Plan Sponsor matched 100% of the first 4% of a participant's eligible compensation, and 50% of the next 2% of eligible compensation. Lansdale matched 100% of the first 6% of a participant's eligible compensation. The Plan Sponsor is also allowed to make discretionary contributions to the Plan. A participant is eligible to receive discretionary Plan Sponsor contributions if he or she are actively employed by the Plan Sponsor on the last day of the Plan year and have worked at least 501 hours of service during the plan year. No discretionary Plan Sponsor contributions were made to the Plan for the years ended December 31, 2009 and 2008.

Participant Accounts – Individual accounts are maintained for each Plan participant. Participant accounts are increased by participant contributions, Plan Sponsor contributions, and the participant's share of Plan earnings. Participant accounts are decreased by participant distributions and the participant's share of Plan expenses and losses.

Vesting – Participants are immediately vested in their contributions, rollovers and actual earnings thereon. Participants enrolled on or after April 1, 2009 are vested in Plan Sponsor contributions 30% after the first year of service, 70% after the second year of service and become fully vested after three years of service.

Employees of REMEC hired prior to April 1, 2009 become vested in Plan Sponsor contributions at a rate of 50% per year, and, accordingly, become fully vested after two years of service.

Employees of Lansdale hired prior to April 1, 2009 are fully vested in Plan Sponsor contributions.

Payment of Benefits – Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum distribution equal to the value of his or her vested account. The Plan permits in-service distributions for participants older than age 59½. Hardship withdrawals as defined by the Internal Revenue Code (the "Code") are available to participants only from the vested portion of their account and must be at least \$500. If the hardship withdrawal is made, the participant's eligibility to make contributions to the Plan will be suspended for twelve months.

Forfeitures – Forfeitures resulting from non-vested contributions previously made by the Plan Sponsor can first be used to pay Plan expenses. Any forfeitures remaining after paying Plan expenses will be used to reduce future Plan Sponsor contributions.

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Loans to Participants – In accordance with Plan provisions, participants are permitted to borrow a maximum amount equal to the lesser of \$50,000, reduced by the highest outstanding loan balance during the one year period ending on the day before the loan is made, or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with rates available for similar loans from commercial lending institutions. Repayment terms may not exceed five years, with the exception of a loan used to purchase a primary residence in which case the loan must be payable within a reasonable time commensurate with the repayment period permitted by commercial lenders for similar loans, which is determined by the Plan administrator. In the event of a default, death, disability, or termination of employment, the entire outstanding principal and accrued interest shall be immediately due and payable. Any unpaid balance will be deemed a taxable distribution from the Plan.

Income Taxes – The Plan Sponsor obtained a favorable determination letter dated October 9, 2003 in which the Internal Revenue Service ("IRS") stated that the prototype plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code"). The Plan has been amended subsequent to the IRS determination letter. However, the Plan administrator believes that the Plan is operating in compliance with the requirements of the Code and therefore, believes that the Plan is qualified and the related trust is tax exempt. Accordingly, no provision for income taxes has been included in the accompanying financial statements.

Plan Termination – Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan agreement to discontinue its contributions at any time and to terminate its participation in the Plan, subject to the provisions of ERISA. In the event of partial or complete Plan termination, participants will become fully vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting – The accompanying financial statements are prepared under the accrual method of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The accompanying statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The accompanying statements of changes in net assets available for benefits are prepared on a contract value basis.

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments – As of December 31, 2009 and 2008, the Plan’s investments in cash, money market funds, mutual funds and common collective trusts were stated at fair value, as determined by Fidelity Management Trust Company (“Fidelity”). The fair market value of the mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year end. The fair market value of the common collective trusts represent contract value adjusted to reflect current market interest rates only to the extent such market rates exceed contract crediting rates.

The Plan presents in the accompanying statements of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of investments, which includes both realized gains (losses) and unrealized appreciation (depreciation) in the fair value of investments. Realized gains and losses on disposition of investments were based upon actual costs and selling prices.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Benefit Payments – Benefits are recorded when paid.

Plan Expenses – Certain accounting and administrative expenses of the Plan are paid by the Plan Sponsor. Expenses relating to investment activity are paid by the Plan.

Party-in-Interest Transactions – Certain Plan investments are shares of mutual funds, common collective trusts and a money market account, managed by Fidelity. Fidelity is the trustee as defined by the Plan, and, therefore, these transactions qualify as party-in-interest transactions.

Risks and Uncertainties – Investments are exposed to various risks, such as interest rate and market risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants’ account balances and the amount reported in the accompanying financial statements.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Accordingly, actual results could differ from those estimates.

Subsequent Events – The Plan administrator has evaluated subsequent events, for recognition or disclosure, through September 22, 2010, the date the accompanying financial statements were available to be issued.

Cobham United States 401(k) Plan
Notes to Financial Statements (continued)

3. Information Certified by the Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity has certified that the following data included in the accompanying financial statements and related supplementary information is complete and accurate. Individual investment securities that met or exceeded 5% of the Plan's net assets available for benefits at December 31, 2009 or 2008 have been separately identified.

	<u>2009</u>	<u>2008</u>
Deposits in Common Collective Trusts:		
Fidelity Managed Income Portfolio Fund II, at contract value	\$ 26,515,729	\$ 0
Deposits in Money Market Funds:		
Fidelity Retirement Money Market Portfolio	16,924,585	8,535,336
Deposits in Mutual Funds:		
Vanguard Institutional Index Fund	19,811,812	0
Pimco Total Return Institutional Fund	16,446,191	78,744
Oakmark Equity & Income Fund - Class I	15,962,155	72,275
Fidelity Magellan Fund	0	1,891,872
Fidelity Growth Company Fund	24,183,150	2,383,643
Fidelity Asset Manager 50% Fund	0	1,767,431
Fidelity Contra Fund	22,132,035	2,017,697
Fidelity Low Priced Stock Fund	13,226,942	125,370
Other	96,608,724	7,519,344
	<u>251,811,323</u>	<u>24,391,712</u>
Participant loans	7,641,095	1,890,128
	<u>\$ 259,452,418</u>	<u>\$ 26,281,840</u>

Fidelity also certified interest and dividend income totaling \$2,030,706 and \$835,576 and net appreciation (depreciation) in fair value of mutual funds of \$20,629,886 and (\$10,796,262) for the years ended December 31, 2009 and 2008, respectively.

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

4. 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 – Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date.
- Level 2 Inputs – Quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in markets that are not active. Also includes inputs other than quoted prices that are observable, either directly or indirectly, for substantially the full term through corroboration with observable, independent market data. This includes investments valued at quoted prices adjusted for legal or contractual restrictions specific to the security.
- Level 3 Inputs – Pricing inputs are unobservable for the asset or liability. That is, inputs that reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

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

The following table sets forth by level within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2009 and 2008:

	2009	2008
Level 1:		
Cash	\$ 1,000	\$ 0
Money market funds	16,924,585	8,731,233
Mutual funds	195,816,708	15,646,918
Level 2		
Common/collective trusts	38,343,880	13,561
Level 3:		
Participant loans	7,641,095	1,890,128
	<u>\$ 258,727,268</u>	<u>\$ 26,281,840</u>

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

5. Plan Mergers

The following table sets forth, by business unit, the approximate asset transfer date and amount into the Plan during 2009:

Business Unit	Approximate Asset Transfer Date	Approximate Asset Transfer Amount
Atlantic Microwave Corporation 401(k) Retirement Savings Plan	April 1, 2009	\$ 5,300,000
Kevlin Corporation 401(k) Plan	April 1, 2009	7,200,000
Sensor and Antenna Systems, Lansdale, Inc. 401(k) Plan	April 1, 2009	43,200,000
Nurad Technologies, Inc. 401(k) Plan	April 1, 2009	4,000,000
Chelton, Inc. Savings & Investment Plan	July 1, 2009	1,000,000
DTC Communications, Inc. 401(k) Plan	August 1, 2009	6,200,000
Wulfsburg Electronics Savings & Investment Plan	August 1, 2009	5,000,000
Sea-Tel, Inc. Retirement Plan	October 1, 2009	5,100,000
Comant Industries Inc. 401(k) Plan	October 1, 2009	1,100,000
S-TEC Corporation 401(k) Plan	October 1, 2009	4,200,000
Patriot Antenna Systems, Inc. 401(k) Plan	December 1, 2009	500,000
TracStar (Gevity 401(k) Plan)	December 1, 2009	500,000
Cobham Defense Electronics Systems - MA-COM Inc. 401(k) Plan	December 31, 2009	<u>117,800,000</u>
		<u>\$ 201,100,000</u>

6. Fully Benefit-Responsive Investment Contracts

The Plan maintains fully benefit-responsive investment contracts (the “Contracts”) with Fidelity and SEI Financial Management (“SEI”). The Contracts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Cobham United States 401(k) Plan
Notes to Financial Statements (continued)

6. Fully Benefit-Responsive Investment Contracts (continued)

Because the Contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Contracts. The Contracts are presented on the face of the accompanying statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan, represents contributions made under the Contracts, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The aggregate fair value of the Contracts at December 31, 2009 and 2008 was \$38,343,880 and \$13,561, respectively. The crediting interest rate is based on capital market developments, the performance of the underlying assets backing the Contracts, and the expected and actual contributions and withdrawals of all of the plans participating in the Contracts. The contract issuer guarantees that the crediting interest rate will never be less than 0%. Such interest rates are reviewed monthly for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: 1.) amendments to the Plan documents including complete or partial plan termination or merger with another plan; 2.) changes to the Plan's prohibition on competing investment options; 3.) bankruptcy of the Plan Sponsor or other Plan Sponsor events that cause a significant withdrawal from the Plan; or 4.) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

Cobham United States 401(k) Plan
Notes to Financial Statements (continued)

6. Fully Benefit-Responsive Investment Contracts (continued)

The contract issuer can terminate the Contracts upon the event of default by the Plan if the contract issuer determines in its reasonable discretion, such event has had, or is likely to have a material adverse effect on its interest with respect to the Contracts.

Average yields:	<u>2009</u>	<u>2008</u>	
<i>SEI Stable Asset Fund</i>			
Based on actual earnings	0.67%	0.00%	*
Based on interest rate credited to participants	0.65%	0.00%	*
<i>Fidelity Managed Income Portfolio Fund</i>			
Based on actual earnings	3.42%	5.80%	
Based on interest rate credited to participants	1.70%	4.04%	
<i>Fidelity Managed Income Portfolio Fund II</i>			
Based on actual earnings	3.15%	0.00%	*
Based on interest rate credited to participants	1.67%	0.00%	*

* The Plan did not hold this asset during 2008.

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the Form 5500 at December 31, 2009:

Net assets available for benefits per the financial statements	\$ 259,664,329
Less: Plan Sponsor contributions receivable	(75,730)
Participant contributions receivable	(136,181)
Adjustment from fair value to contract value for fully-benefit responsive investment contracts	(725,150)
Operating payables	<u>(200)</u>
Net assets available for benefits per the Form 5500	<u>\$ 258,727,068</u>

Cobham United States 401(k) Plan
Notes to Financial Statements (continued)

7. Reconciliation of Financial Statements to Form 5500 (continued)

The following is a reconciliation of contributions per the accompanying financial statements to the Form 5500 for the year ended December 31, 2009:

	Plan Sponsor	Participant
Contributions per the financial statements	\$ 4,904,170	\$ 9,373,602
Less: 2009 receivable	<u>(75,730)</u>	<u>(136,181)</u>
Contributions per the Form 5500	<u>\$ 4,828,440</u>	<u>\$ 9,237,421</u>

The following is a reconciliation of earnings on investments per the accompanying financial statements to the Form 5500 for the year ended December 31, 2009:

	<u>2009</u>
Earnings on investments per the financial statements	\$ 22,660,592
Less: Adjustment from fair value to contract value for fully-benefit responsive investment contracts	(725,150)
Add: Other	<u>694</u>
Earnings on investments per the Form 5500	<u>\$ 21,936,136</u>

Supplementary Information

Cobham United States 401(k) Plan

Form 5500, Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2009

EIN # 20-8844348

Plan # 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	Cash	Cash	\$ 1,000
	SEI Stable Asset Fund	Common/Collective Trust	1,400,052
	Columbia Acorn USA Z Fund	Mutual Fund	6,639,423
	Vanguard Institutional Index Fund	Mutual Fund	19,811,812
	Pimco Total Return Institutional Fund	Mutual Fund	16,446,191
	Allianz Global Investors Fund Management		
	Allianz CCM Capital Appreciation Admin Fund	Mutual Fund	3,506,091
	Allianz NFJ Small Cap Value Instl Fund	Mutual Fund	2,418,719
	Allianz NFJ Dividend Value Instl Fund	Mutual Fund	10,461,677
	Oakmark Equity & Income Fund-Class I	Mutual Fund	15,962,155
	American Funds EuroPacific Growth R5 Fund	Mutual Fund	4,892,682
*	Fidelity		
	Fidelity Managed Income Portfolio Fund	Common/Collective Trust	10,757,111
	Fidelity Managed Income Portfolio Fund II	Common/Collective Trust	26,186,717
	Fidelity Retirement Money Market Portfolio	Money Market Fund	16,924,585
	Fidelity Spartan Extended Market Index Fund	Mutual Fund	359,948
	Fidelity Spartan International Index Fund	Mutual Fund	212,428
	Fidelity Contra Fund	Mutual Fund	22,132,035
	Fidelity Growth Company Fund	Mutual Fund	24,183,150
	Fidelity Government Income Fund	Mutual Fund	3,460,593
	Fidelity Low Priced Stock Fund	Mutual Fund	13,226,942
	Fidelity Diversified International Fund	Mutual Fund	10,398,466
	Fidelity Freedom Income Fund	Mutual Fund	1,766,533
	Fidelity Freedom 2000 Fund	Mutual Fund	910,335
	Fidelity Freedom 2010 Fund	Mutual Fund	5,571,101
	Fidelity Freedom 2020 Fund	Mutual Fund	11,294,363
	Fidelity Freedom 2030 Fund	Mutual Fund	6,712,337
	Fidelity Freedom 2040	Mutual Fund	1,773,645
	Fidelity Freedom 2005	Mutual Fund	506,620
	Fidelity Freedom 2015	Mutual Fund	2,938,962
	Fidelity Freedom 2025	Mutual Fund	4,474,376
	Fidelity Freedom 2035	Mutual Fund	1,374,252
	Fidelity Freedom 2045	Mutual Fund	475,368
	Fidelity Freedom 2050	Mutual Fund	139,199
	Fidelity BrokerageLink	Mutual Fund	3,767,305
			251,086,173
*	Participant Loans	3.25 - 11.5%	7,641,095
	Total assets held for investment		\$ 258,727,268
*	Party-in-interest		

See report of independent accountants.

Form **5558** (Rev. 1-2008)

Cobham United States 401(k) Plan

**Financial Statements and
Supplementary Information**

December 31, 2009 and 2008

Cobham United States 401(k) Plan
Financial Statements
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Report of Independent Accountants

To the Plan Administrator and Participants of the
Cobham United States 401(k) Plan
Arlington, Virginia

We were engaged to audit the financial statements of the Cobham United States 401(k) Plan (the "Plan") as of and for the year ended December 31, 2009, and the related supplementary information as of December 31, 2009, as listed in the accompanying table of contents. These financial statements and supplementary information are the responsibility of the Plan's management. The financial statements of the Plan as of and for the year ended December 31, 2008 were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed the other auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated July 9, 2009, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplementary information. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the financial statements and supplementary information taken as a whole. The form and content of the information included in the financial statements and supplementary information, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Tronconi Segarra & Associates LLP

September 22, 2010

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Cobham United States 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
<i>Investments, at fair value</i>	\$ 251,086,173	\$ 24,391,712
<i>Participant Loans</i>	7,641,095	1,890,128
<i>Contributions Receivable</i>		
Plan Sponsor	75,730	0
Participant	<u>136,181</u>	<u>0</u>
Total contributions receivable	211,911	0
Net assets available for benefits, at fair value	258,939,179	26,281,840
<i>Adjustment From Fair Value to Contract Value For Fully Benefit-Responsive Investment Contracts</i>	<u>725,150</u>	<u>0</u>
Net assets available for benefits	<u><u>\$ 259,664,329</u></u>	<u><u>\$ 26,281,840</u></u>

See report of independent accountants and notes to financial statements.

Cobham United States 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
for the years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
<i>Additions to Net Assets Attributed to:</i>		
Investment income:		
Interest and dividends	\$ 2,030,706	\$ 835,576
Contributions:		
Plan Sponsor	4,904,170	1,205,096
Participant	<u>9,373,602</u>	<u>3,752,899</u>
Total contributions	<u>14,277,772</u>	<u>4,957,995</u>
Transfers from merging plans	<u>201,104,652</u>	<u>0</u>
Total additions	217,413,130	5,793,571
<i>Net Appreciation (Depreciation) in</i>		
<i>Fair Value of Investments</i>	20,629,886	(10,796,262)
<i>Deductions from Net Assets Attributed to:</i>		
Benefits paid to participants	4,624,045	1,137,136
Administrative expenses	<u>36,482</u>	<u>35,928</u>
Total deductions	<u>4,660,527</u>	<u>1,173,064</u>
Net increase (decrease)	233,382,489	(6,175,755)
<i>Net Assets Available for Benefits:</i>		
Beginning of year	<u>26,281,840</u>	<u>32,457,595</u>
End of year	<u><u>\$ 259,664,329</u></u>	<u><u>\$ 26,281,840</u></u>

See report of independent accountants and notes to financial statements.

Cobham United States 401(k) Plan

Notes to Financial Statements

1. Description of the Plan

The following brief description of the Cobham United States 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General – The Plan is a prototype, non-standardized profit sharing/401(k) plan sponsored by Cobham Holdings, Inc. (the “Plan Sponsor”), and covers substantially all employees of the Plan Sponsor’s participating business units who have attained the age of 18. In accordance with the Plan agreement, the following classes of employees are excluded from eligibility:

- Employees covered by a collective bargaining agreement
- Leased employees
- Non-resident aliens
- Temporary employees; student interns; co-op students; common law employees (unless these employees attain the age of at least 21 and complete at least 1,000 hours of service)

The Plan was established effective May 20, 2005 by REMEC Defense & Space, Inc. (“REMEC”). Effective April 1, 2009, the Plan was amended and its name changed from REMEC Defense & Space, Inc. 401(k) Retirement Plan to Cobham North America 401(k) Plan. Subsequent to year end, the Plan changed its name to Cobham United States 401(k) Plan.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions –Participants may elect to contribute up to 90% of their annual pre-tax or, effective April 1, 2009, Roth after-tax compensation to the Plan, limited to the amount imposed by law. Additionally, participants age 50 or older may elect to make a catch-up contribution limited to the amount imposed by law.

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

For the year ended December 31, 2008 and the period January 1, 2009 through March 31, 2009, the Plan Sponsor matched 100% of a participant's elective deferral up to the first \$180, and 50% of a participant's elective deferral thereafter not to exceed 6% of the participant's compensation for the plan year. Except for Sensor and Antenna Systems, Lansdale, Inc. ("Lansdale"), from April 1, 2009 through December 31, 2009, the Plan Sponsor matched 100% of the first 4% of a participant's eligible compensation, and 50% of the next 2% of eligible compensation. Lansdale matched 100% of the first 6% of a participant's eligible compensation. The Plan Sponsor is also allowed to make discretionary contributions to the Plan. A participant is eligible to receive discretionary Plan Sponsor contributions if he or she are actively employed by the Plan Sponsor on the last day of the Plan year and have worked at least 501 hours of service during the plan year. No discretionary Plan Sponsor contributions were made to the Plan for the years ended December 31, 2009 and 2008.

Participant Accounts – Individual accounts are maintained for each Plan participant. Participant accounts are increased by participant contributions, Plan Sponsor contributions, and the participant's share of Plan earnings. Participant accounts are decreased by participant distributions and the participant's share of Plan expenses and losses.

Vesting – Participants are immediately vested in their contributions, rollovers and actual earnings thereon. Participants enrolled on or after April 1, 2009 are vested in Plan Sponsor contributions 30% after the first year of service, 70% after the second year of service and become fully vested after three years of service.

Employees of REMEC hired prior to April 1, 2009 become vested in Plan Sponsor contributions at a rate of 50% per year, and, accordingly, become fully vested after two years of service.

Employees of Lansdale hired prior to April 1, 2009 are fully vested in Plan Sponsor contributions.

Payment of Benefits – Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum distribution equal to the value of his or her vested account. The Plan permits in-service distributions for participants older than age 59½. Hardship withdrawals as defined by the Internal Revenue Code (the "Code") are available to participants only from the vested portion of their account and must be at least \$500. If the hardship withdrawal is made, the participant's eligibility to make contributions to the Plan will be suspended for twelve months.

Forfeitures – Forfeitures resulting from non-vested contributions previously made by the Plan Sponsor can first be used to pay Plan expenses. Any forfeitures remaining after paying Plan expenses will be used to reduce future Plan Sponsor contributions.

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Loans to Participants – In accordance with Plan provisions, participants are permitted to borrow a maximum amount equal to the lesser of \$50,000, reduced by the highest outstanding loan balance during the one year period ending on the day before the loan is made, or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with rates available for similar loans from commercial lending institutions. Repayment terms may not exceed five years, with the exception of a loan used to purchase a primary residence in which case the loan must be payable within a reasonable time commensurate with the repayment period permitted by commercial lenders for similar loans, which is determined by the Plan administrator. In the event of a default, death, disability, or termination of employment, the entire outstanding principal and accrued interest shall be immediately due and payable. Any unpaid balance will be deemed a taxable distribution from the Plan.

Income Taxes – The Plan Sponsor obtained a favorable determination letter dated October 9, 2003 in which the Internal Revenue Service ("IRS") stated that the prototype plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code"). The Plan has been amended subsequent to the IRS determination letter. However, the Plan administrator believes that the Plan is operating in compliance with the requirements of the Code and therefore, believes that the Plan is qualified and the related trust is tax exempt. Accordingly, no provision for income taxes has been included in the accompanying financial statements.

Plan Termination – Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan agreement to discontinue its contributions at any time and to terminate its participation in the Plan, subject to the provisions of ERISA. In the event of partial or complete Plan termination, participants will become fully vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting – The accompanying financial statements are prepared under the accrual method of accounting.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The accompanying statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The accompanying statements of changes in net assets available for benefits are prepared on a contract value basis.

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Valuation of Investments – As of December 31, 2009 and 2008, the Plan’s investments in cash, money market funds, mutual funds and common collective trusts were stated at fair value, as determined by Fidelity Management Trust Company (“Fidelity”). The fair market value of the mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year end. The fair market value of the common collective trusts represent contract value adjusted to reflect current market interest rates only to the extent such market rates exceed contract crediting rates.

The Plan presents in the accompanying statements of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of investments, which includes both realized gains (losses) and unrealized appreciation (depreciation) in the fair value of investments. Realized gains and losses on disposition of investments were based upon actual costs and selling prices.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Benefit Payments – Benefits are recorded when paid.

Plan Expenses – Certain accounting and administrative expenses of the Plan are paid by the Plan Sponsor. Expenses relating to investment activity are paid by the Plan.

Party-in-Interest Transactions – Certain Plan investments are shares of mutual funds, common collective trusts and a money market account, managed by Fidelity. Fidelity is the trustee as defined by the Plan, and, therefore, these transactions qualify as party-in-interest transactions.

Risks and Uncertainties – Investments are exposed to various risks, such as interest rate and market risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants’ account balances and the amount reported in the accompanying financial statements.

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Accordingly, actual results could differ from those estimates.

Subsequent Events – The Plan administrator has evaluated subsequent events, for recognition or disclosure, through September 22, 2010, the date the accompanying financial statements were available to be issued.

Cobham United States 401(k) Plan
Notes to Financial Statements (continued)

3. Information Certified by the Trustee (Unaudited)

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity has certified that the following data included in the accompanying financial statements and related supplementary information is complete and accurate. Individual investment securities that met or exceeded 5% of the Plan's net assets available for benefits at December 31, 2009 or 2008 have been separately identified.

	<u>2009</u>	<u>2008</u>
Deposits in Common Collective Trusts:		
Fidelity Managed Income Portfolio Fund II, at contract value	\$ 26,515,729	\$ 0
Deposits in Money Market Funds:		
Fidelity Retirement Money Market Portfolio	16,924,585	8,535,336
Deposits in Mutual Funds:		
Vanguard Institutional Index Fund	19,811,812	0
Pimco Total Return Institutional Fund	16,446,191	78,744
Oakmark Equity & Income Fund - Class I	15,962,155	72,275
Fidelity Magellan Fund	0	1,891,872
Fidelity Growth Company Fund	24,183,150	2,383,643
Fidelity Asset Manager 50% Fund	0	1,767,431
Fidelity Contra Fund	22,132,035	2,017,697
Fidelity Low Priced Stock Fund	13,226,942	125,370
Other	96,608,724	7,519,344
	<u>251,811,323</u>	<u>24,391,712</u>
Participant loans	7,641,095	1,890,128
	<u>\$ 259,452,418</u>	<u>\$ 26,281,840</u>

Fidelity also certified interest and dividend income totaling \$2,030,706 and \$835,576 and net appreciation (depreciation) in fair value of mutual funds of \$20,629,886 and (\$10,796,262) for the years ended December 31, 2009 and 2008, respectively.

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

4. 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 – Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date.
- Level 2 Inputs – Quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in markets that are not active. Also includes inputs other than quoted prices that are observable, either directly or indirectly, for substantially the full term through corroboration with observable, independent market data. This includes investments valued at quoted prices adjusted for legal or contractual restrictions specific to the security.
- Level 3 Inputs – Pricing inputs are unobservable for the asset or liability. That is, inputs that reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

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

The following table sets forth by level within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2009 and 2008:

	2009	2008
Level 1:		
Cash	\$ 1,000	\$ 0
Money market funds	16,924,585	8,731,233
Mutual funds	195,816,708	15,646,918
Level 2		
Common/collective trusts	38,343,880	13,561
Level 3:		
Participant loans	7,641,095	1,890,128
	<u>\$ 258,727,268</u>	<u>\$ 26,281,840</u>

Cobham United States 401(k) Plan

Notes to Financial Statements (continued)

5. Plan Mergers

The following table sets forth, by business unit, the approximate asset transfer date and amount into the Plan during 2009:

Business Unit	Approximate Asset Transfer Date	Approximate Asset Transfer Amount
Atlantic Microwave Corporation 401(k) Retirement Savings Plan	April 1, 2009	\$ 5,300,000
Kevlin Corporation 401(k) Plan	April 1, 2009	7,200,000
Sensor and Antenna Systems, Lansdale, Inc. 401(k) Plan	April 1, 2009	43,200,000
Nurad Technologies, Inc. 401(k) Plan	April 1, 2009	4,000,000
Chelton, Inc. Savings & Investment Plan	July 1, 2009	1,000,000
DTC Communications, Inc. 401(k) Plan	August 1, 2009	6,200,000
Wulfsburg Electronics Savings & Investment Plan	August 1, 2009	5,000,000
Sea-Tel, Inc. Retirement Plan	October 1, 2009	5,100,000
Comant Industries Inc. 401(k) Plan	October 1, 2009	1,100,000
S-TEC Corporation 401(k) Plan	October 1, 2009	4,200,000
Patriot Antenna Systems, Inc. 401(k) Plan	December 1, 2009	500,000
TracStar (Gevity 401(k) Plan)	December 1, 2009	500,000
Cobham Defense Electronics Systems - MA-COM Inc. 401(k) Plan	December 31, 2009	117,800,000
		<u>\$ 201,100,000</u>

6. Fully Benefit-Responsive Investment Contracts

The Plan maintains fully benefit-responsive investment contracts (the “Contracts”) with Fidelity and SEI Financial Management (“SEI”). The Contracts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Cobham United States 401(k) Plan
Notes to Financial Statements (continued)

6. Fully Benefit-Responsive Investment Contracts (continued)

Because the Contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the Contracts. The Contracts are presented on the face of the accompanying statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits. Contract value, as reported to the Plan, represents contributions made under the Contracts, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The aggregate fair value of the Contracts at December 31, 2009 and 2008 was \$38,343,880 and \$13,561, respectively. The crediting interest rate is based on capital market developments, the performance of the underlying assets backing the Contracts, and the expected and actual contributions and withdrawals of all of the plans participating in the Contracts. The contract issuer guarantees that the crediting interest rate will never be less than 0%. Such interest rates are reviewed monthly for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: 1.) amendments to the Plan documents including complete or partial plan termination or merger with another plan; 2.) changes to the Plan's prohibition on competing investment options; 3.) bankruptcy of the Plan Sponsor or other Plan Sponsor events that cause a significant withdrawal from the Plan; or 4.) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

Cobham United States 401(k) Plan
Notes to Financial Statements (continued)

6. Fully Benefit-Responsive Investment Contracts (continued)

The contract issuer can terminate the Contracts upon the event of default by the Plan if the contract issuer determines in its reasonable discretion, such event has had, or is likely to have a material adverse effect on its interest with respect to the Contracts.

Average yields:	<u>2009</u>	<u>2008</u>	
<i>SEI Stable Asset Fund</i>			
Based on actual earnings	0.67%	0.00%	*
Based on interest rate credited to participants	0.65%	0.00%	*
<i>Fidelity Managed Income Portfolio Fund</i>			
Based on actual earnings	3.42%	5.80%	
Based on interest rate credited to participants	1.70%	4.04%	
<i>Fidelity Managed Income Portfolio Fund II</i>			
Based on actual earnings	3.15%	0.00%	*
Based on interest rate credited to participants	1.67%	0.00%	*

* The Plan did not hold this asset during 2008.

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to the Form 5500 at December 31, 2009:

Net assets available for benefits per the financial statements	\$ 259,664,329
Less: Plan Sponsor contributions receivable	(75,730)
Participant contributions receivable	(136,181)
Adjustment from fair value to contract value for fully-benefit responsive investment contracts	(725,150)
Operating payables	<u>(200)</u>
Net assets available for benefits per the Form 5500	<u>\$ 258,727,068</u>

Cobham United States 401(k) Plan
Notes to Financial Statements (continued)

7. Reconciliation of Financial Statements to Form 5500 (continued)

The following is a reconciliation of contributions per the accompanying financial statements to the Form 5500 for the year ended December 31, 2009:

	Plan Sponsor	Participant
Contributions per the financial statements	\$ 4,904,170	\$ 9,373,602
Less: 2009 receivable	<u>(75,730)</u>	<u>(136,181)</u>
Contributions per the Form 5500	<u>\$ 4,828,440</u>	<u>\$ 9,237,421</u>

The following is a reconciliation of earnings on investments per the accompanying financial statements to the Form 5500 for the year ended December 31, 2009:

	<u>2009</u>
Earnings on investments per the financial statements	\$ 22,660,592
Less: Adjustment from fair value to contract value for fully-benefit responsive investment contracts	(725,150)
Add: Other	<u>694</u>
Earnings on investments per the Form 5500	<u>\$ 21,936,136</u>

Supplementary Information

Cobham United States 401(k) Plan

Form 5500, Schedule H, Line 4i

Schedule of Assets (Held at End of Year)

December 31, 2009

EIN # 20-8844348

Plan # 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
	<i>Cash</i>	Cash	\$ 1,000
	<i>SEI Stable Asset Fund</i>	Common/Collective Trust	1,400,052
	<i>Columbia Acorn USA Z Fund</i>	Mutual Fund	6,639,423
	<i>Vanguard Institutional Index Fund</i>	Mutual Fund	19,811,812
	<i>Pimco Total Return Institutional Fund</i>	Mutual Fund	16,446,191
	<i>Allianz Global Investors Fund Management</i>		
	Allianz CCM Capital Appreciation Admin Fund	Mutual Fund	3,506,091
	Allianz NFJ Small Cap Value Instl Fund	Mutual Fund	2,418,719
	Allianz NFJ Dividend Value Instl Fund	Mutual Fund	10,461,677
	<i>Oakmark Equity & Income Fund-Class I</i>	Mutual Fund	15,962,155
	<i>American Funds EuroPacific Growth R5 Fund</i>	Mutual Fund	4,892,682
*	<i>Fidelity</i>		
	Fidelity Managed Income Portfolio Fund	Common/Collective Trust	10,757,111
	Fidelity Managed Income Portfolio Fund II	Common/Collective Trust	26,186,717
	Fidelity Retirement Money Market Portfolio	Money Market Fund	16,924,585
	Fidelity Spartan Extended Market Index Fund	Mutual Fund	359,948
	Fidelity Spartan International Index Fund	Mutual Fund	212,428
	Fidelity Contra Fund	Mutual Fund	22,132,035
	Fidelity Growth Company Fund	Mutual Fund	24,183,150
	Fidelity Government Income Fund	Mutual Fund	3,460,593
	Fidelity Low Priced Stock Fund	Mutual Fund	13,226,942
	Fidelity Diversified International Fund	Mutual Fund	10,398,466
	Fidelity Freedom Income Fund	Mutual Fund	1,766,533
	Fidelity Freedom 2000 Fund	Mutual Fund	910,335
	Fidelity Freedom 2010 Fund	Mutual Fund	5,571,101
	Fidelity Freedom 2020 Fund	Mutual Fund	11,294,363
	Fidelity Freedom 2030 Fund	Mutual Fund	6,712,337
	Fidelity Freedom 2040	Mutual Fund	1,773,645
	Fidelity Freedom 2005	Mutual Fund	506,620
	Fidelity Freedom 2015	Mutual Fund	2,938,962
	Fidelity Freedom 2025	Mutual Fund	4,474,376
	Fidelity Freedom 2035	Mutual Fund	1,374,252
	Fidelity Freedom 2045	Mutual Fund	475,368
	Fidelity Freedom 2050	Mutual Fund	139,199
	Fidelity BrokerageLink	Mutual Fund	3,767,305
			251,086,173
*	<i>Participant Loans</i>	3.25 - 11.5%	7,641,095
	Total assets held for investment		\$ 258,727,268
*	Party-in-interest		

See report of independent accountants.