

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 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>10/01/2010</u> and ending <u>09/30/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>KEITHLEY INSTRUMENTS, INC. EMPLOYEES PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1972</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>10/01/1972</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>10/01/1972</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>KEITHLEY INSTRUMENTS, INC.</u> <u>28775 AURORA ROAD</u> <u>OLON, OH 44139</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-0794417</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>440-248-0400</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>334500</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-0794417</u>	2c Sponsor's telephone number <u>440-248-0400</u>	2d Business code (see instructions) <u>334500</u>	
2b Employer Identification Number (EIN) <u>34-0794417</u>					
2c Sponsor's telephone number <u>440-248-0400</u>					
2d Business code (see instructions) <u>334500</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/16/2012	KIMBERLY FLETT
	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

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139	3b Administrator's EIN 34-0794417 3c Administrator's telephone number 440-248-0400
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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	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	837
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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.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	10

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:
 1A 1C 1G

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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

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

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

A Name of plan <u>KEITHLEY INSTRUMENTS, INC. EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>KEITHLEY INSTRUMENTS, INC.</u>	D Employer Identification Number (EIN) <u>34-0794417</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2010</u>	
2 Assets:	
a Market value	2a <u>42063877</u>
b Actuarial value	2b <u>42428344</u>
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a <u>174</u> <u>13783690</u>
b For terminated vested participants	3b <u>335</u> <u>12034500</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>675369</u>
(2) Vested benefits	3c(2) <u>16555886</u>
(3) Total active	3c(3) <u>328</u> <u>17231255</u>
d Total	3d <u>837</u> <u>43049445</u>
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.53</u> %
6 Target normal cost	6 <u>1511352</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>06/21/2012</u>
Signature of actuary	Date
<u>WILLIAM E ROBERTS</u>	<u>11-05427</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC</u>	<u>216-937-4000</u>
Firm name	Telephone number (including area code)
<u>1001 LAKESIDE AVE</u> <u>SUITE 1900</u> <u>CLEVELAND, OH 44114</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II	Beginning of year carryover and prefunding balances	(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	6692176	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	6692176	0
10	Interest on item 9 using prior year's actual return of <u>11.73</u> %	784992	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		519047
b	Interest on (a) using prior year's effective rate of <u>6.72</u> %		34880
c	Total available at beginning of current plan year to add to prefunding balance		553927
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	7477168	0

Part III	Funding percentages		
14	Funding target attainment percentage.....	14	81.18 %
15	Adjusted funding target attainment percentage.....	15	98.55 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	104.49 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV	Contributions and liquidity shortfalls				
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/12/2010	2000000				
Totals ►			18(b)	2000000	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	1996138
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 4.16 %	2nd segment: 6.52 %	3rd segment: 6.68 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	1511352
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	1511352
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement		0
36 Additional cash requirement (item 34 minus item 35).....	36	1511352
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	1996138
38 Interest-adjusted excess contributions for current year (see instructions).....	38	484786
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011	
A Name of plan KEITHLEY INSTRUMENTS, INC. EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 KEITHLEY INSTRUMENTS, INC.	D Employer Identification Number (EIN) 34-0794417

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

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

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

THOMAS WEISEL

94-3310172

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	236604	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KEY TRUST COMPANY OH, NA

34-6514544

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50 59 99	NONE	58093	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

TOWERS WATSON

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 50	NONE	48321	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SS&G, INC.

34-1945695

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	12500	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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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 2010 This Form is Open to Public Inspection
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For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011		
A Name of plan KEITHLEY INSTRUMENTS, INC. EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 KEITHLEY INSTRUMENTS, INC.	D Employer Identification Number (EIN) 34-0794417	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	119218	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2249490	0
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	15886178	0
(5) Partnership/joint venture interests	1c(5)	8783058	0
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	15333212	0
(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	42371156	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	102140	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	102140	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	42269016	0
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2000000	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2000000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	513	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	17241	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		17754

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	275464	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		275464

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	1275838	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1275838

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-1570271	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-1570271
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		-140579
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1858206

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1443788	
(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)		1443788
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	60821	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	236604	
(4) Other	2i(4)	90343	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		387768
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1831556

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		26650
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		42295666

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: **SS&G, INC.**

(2) EIN: **34-1945695**

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		2000000
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		0
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.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☒ Yes ☐ No Amount: 0

- 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)
DANAHER CORPORATION & SUBSIDIARIES PENSION PLAN	59-1995548	003

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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011

A Name of plan <u>KEITHLEY INSTRUMENTS, INC. EMPLOYEES PENSION 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>KEITHLEY INSTRUMENTS, INC.</u>	D Employer Identification Number (EIN) <u>34-0794417</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>34-1974250</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

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

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

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

Schedule R (Form 5500) 2010
v.092308.1

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): _____

**KEITHLEY INSTRUMENTS, INC.
EMPLOYEES' PENSION PLAN**

***FINANCIAL
STATEMENTS
AND
SUPPLEMENTAL
SCHEDULES***

***FOR THE
YEARS ENDED
SEPTEMBER 30,
2011 AND 2010***

KEITHLEY INSTRUMENTS, INC.
EMPLOYEES' PENSION PLAN
INDEX TO FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

	<u>Page</u>
Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Plan Benefits as of September 30, 2011 and 2010	2
Statements of Changes in Net Assets Available for Plan Benefits for the Years Ended September 30, 2011 and 2010	3
Notes to Financial Statements	4-16
Supplemental Schedule:	
Schedule H, Line 4j – Schedule of Reportable Transactions	Schedule I

Independent Auditors' Report

Cleveland Office
32125 Solon Road
Cleveland, OH 44139
www.SSandG.com
440-248-8787
440-248-0841 (f)

To the Administrative Committee of
the Keithley Instruments, Inc.
Employees' Pension Plan
Solon, Ohio

We were engaged to audit the financial statements and supplemental schedule of Keithley Instruments, Inc. Employee's Pension Plan as of September 30, 2011 and 2010, and for the years then ended, as listed in the accompanying index. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by KeyBank National Association, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee held the Plan's investment assets and executed investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended September 30, 2011 and 2010, 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 accompanying 2011 and 2010 financial statements and schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As further discussed in Note 1 to the financial statements, the Plan sponsor elected to merge the Plan into another existing plan effective September 30, 2011. In accordance with accounting principles generally accepted in the United States, the Plan has changed its basis of accounting from the ongoing plan basis used for the year ended September 30, 2010 to the liquidation basis for the period ended September 30, 2011.

SS&G

July 12, 2012

***Providing the
services that
bring solutions***

member of:
OSCPA, PCOAB, the AICPA's
Center for Audit Quality, and
The Leading Edge Alliance

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

AS OF SEPTEMBER 30, 2011 AND 2010

	<u>2011</u> (Liquidation Basis)	<u>2010</u> (Ongoing Basis)
Investments, at fair value:		
Money Market Fund	\$ -	\$ 2,249,490
Limited Partnerships	-	8,783,058
Mutual Funds	-	15,333,212
Common Stocks	<u>-</u>	<u>15,886,178</u>
	-	42,251,938
Receivables:		
Due from broker for securities sold	-	89,666
Interest and dividends	-	29,552
Payables:		
Due to broker for securities purchased	<u>-</u>	<u>(102,140)</u>
Net assets available for Plan benefits	\$ <u><u>-</u></u>	\$ <u><u>42,269,016</u></u>

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

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 AND 2010

	<u>2011</u> (Liquidation Basis)	<u>2010</u> (Ongoing Basis)
Investment (loss) income:		
Net (depreciation) appreciation in fair value of investments	\$ (1,097,294)	\$ 3,627,089
Interest, dividend and other income	<u>955,500</u>	<u>723,734</u>
	(141,794)	4,350,823
Employer contributions	2,000,000	2,000,000
Benefit payments	(1,443,788)	(1,344,460)
Fees and expenses	(387,768)	(372,517)
Transfers from the Plan	<u>(42,295,666)</u>	<u>-</u>
Net (decrease) increase in net assets during the year	(42,269,016)	4,633,846
Net assets available for Plan benefits:		
Beginning of year	<u>42,269,016</u>	<u>37,635,170</u>
End of year	\$ <u>-</u>	\$ <u>42,269,016</u>

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

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - PLAN DESCRIPTION:

The following description of the Keithley Instruments, Inc. Employees' Pension Plan (the "Plan") provides only general information. On September 30, 2011, the Plan assets were frozen and merged into the Company's parent company's Pension Plan, which is a defined benefit plan sponsored by the Company's parent company. Participants should refer to the Plan document for a more complete description of the Plan's provisions, including the Summary of Material Modifications to the Summary Plan Description of the Keithley Instruments, Inc. Employees' Pension Plan.

Participation

The Plan was a noncontributory defined benefit plan that included all the U.S. employees of Keithley Instruments, Inc. (the "Company") who had completed six months credited service and were at least 20 1/2 years of age. The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Administration

The Plan was administered by The Pension Plan Investment Committee (the "Committee"), which consisted of individuals appointed by the Company's Board of Directors. The Committee also determined the investment guidelines for the Plan. Fees and expenses paid by the Plan included brokerage, trustee and professional service fees. The Plan Trustee was KeyBank National Association (the "Trustee").

Benefits and vesting

Benefit payments were calculated based on a formula defined in the Plan agreement determined by the sum of 1) a percentage of the participant's highest five year average annual compensation up to a defined amount, plus a percentage of the highest five year average annual compensation in excess of the defined amount, multiplied by years of credited service at October 1, 1999, plus 2) a percentage of the participant's annual compensation for each year of credited service after October 1, 1999. The sum of these amounts was reduced for retirement prior to age 65. The Plan provided for full vesting of benefits after five years of service and certain age requirements. Early retirement provisions were available to employees who had completed five years of vested service and had reached age 55. In the event that the participant did not retire upon attaining normal retirement age, such participant could have elected to defer receipt of benefits until retirement.

KEITHLEY INSTRUMENTS, INC.
EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - PLAN DESCRIPTION, CONTINUED:

Benefits and vesting, continued

If an employee or retiree or former employee died after becoming entitled to a vested retired benefit under the Plan, his surviving spouse, if any, could have been eligible for a survivor benefit. The Plan also provided for death and disability benefits if certain conditions, as specified in the Plan, were met.

Funding policy

Normal and past service costs were calculated by the actuary using the entry age normal cost method. Company contributions funded the Plan's normal costs and an amount required to amortize past service costs. Annual contributions were made at the discretion of the Company, in amounts not less than the minimum funding standards imposed by ERISA. The determination of such amounts by the actuary was based on anticipated earnings of the fund, mortality and turnover experience, anticipated future compensation levels and retirement age. The Company contributed \$2,000,000 for each of the Plan years 2011 and 2010.

Termination provisions

The Company reserved the right to terminate the Plan at any time by an action of its Board of Directors. In the event of termination of the Plan, the assets then remaining in the trust fund would be allocated and distributed to participants in accordance with the terms and provisions of ERISA. To the extent that Plan net assets exceed benefits due to participants and pensioners and the Plan had met all legal requirements, remaining assets, net of applicable taxes, would revert back to the Company.

On September 30, 2011, the Plan was merged into Company's parent company's Pension Plan, which is a defined benefit plan sponsored by the parent company. Also on September 30 immediately following the plan merger, participants stopped accruing benefits and their frozen pension benefit as of September 30, 2011 under the parent company's Plan was calculated based upon the eligible years of service and eligible compensation earned through September 30, 2011.

To the extent unfunded vested benefits existed, benefits, up to specified limitations, were insured by the Pension Benefit Guaranty Corporation.

KEITHLEY INSTRUMENTS, INC.
EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The following is a summary of the significant accounting policies of the Plan as sponsored by the Company.

Basis of accounting

The accompanying financial statements are prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for plan benefit at the dates of the financial statements and the reported amounts of changes in net assets available for plan benefits during the reporting periods. In particular, the actuarial present value of accumulated plan benefits was prepared based on certain assumptions pertaining to interest rates, market conditions, and employee demographics, all of which were subject to change. Due to uncertainties inherent in the estimation and assumption processes, actual results could differ materially from those estimates.

Investment valuation and income recognition

Investments were reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measure date. See Note 3 for discussion of fair value measurements. Purchases and sales of securities were recorded on a trade date basis. Interest income was recorded on the accrual basis. Dividends were recorded on the ex-dividend date. The Plan presents in the Statement of Changes in Net Assets Available for Plan Benefits the net appreciation or depreciation in the fair value of its investments, which consisted of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED:

Actuarial present value of accumulated Plan benefits

Accumulated Plan benefits were those future periodic payments, including lump-sum distributions that were attributable under the Plan's provisions to the service employees had rendered. Accumulated Plan benefits included benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who had died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances-retirement, death, disability, and termination of employment-were included, to the extent they were considered attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated Plan benefits at September 30, 2010 was determined by an actuary from Towers Watson and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions and methods underlying the September 30, 2010 actuarial valuations were as follows:

Actuarial cost method	Traditional Unit Credit Actuarial Cost Method
Valuation interest rate	7.5% per annum
Salary scale	4.0% per annum
Mortality assumption	The 1994 Uninsured Pensioner Mortality Table (sex distinct)
Normal retirement age	65 years

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

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED:

Actuarial present value of accumulated Plan benefits, continued

As disclosed in Note 1, the Plan assets were frozen and merged into the Company's parent company's Pension Plan effective September 30, 2011. As the assets of the Plan were transferred to another Plan, there is no actuarial data for the Plan year 2011.

Benefit distributions

Distributions were recognized during the period in which they were paid to a Plan participant.

Administrative fees

All expenses of administering the Plan were paid by the Plan unless the Company elected to make such payments. In Plan years 2011 and 2010, all administrative fees were paid by the Plan.

NOTE 3 – FAIR VALUE MEASUREMENTS:

The Plan followed the provisions of *Fair Value Measurements*. This standard defines fair value and provides guidance for measuring fair value and expands disclosures about fair value measurements in accordance with accounting principles generally accepted in the United States of America. It does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements.

Fair Value Measurements establishes a framework for measuring fair value. That framework 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 unobserved inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2: Inputs to the valuation methodology include:

KEITHLEY INSTRUMENTS, INC.
EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 3 – FAIR VALUE MEASUREMENTS, CONTINUED:

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

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Money market funds: Valued at the net asset value of shares held by the Plan at year-end.

Limited partnerships: Valued as the partnerships' interests in the affiliated investment funds held by the Plan at year-end, and not the underlying holdings of the affiliated investment funds. Thus, the inputs used by the partnerships to value its investments in the affiliated investment funds may differ from the inputs used to value the underlying holdings of the affiliated investment funds. The investments in the underlying investment companies and partnerships are carried at estimated fair value. Fair value is based on the net asset value of the shares in each company or partnership.

Mutual funds: Valued at the net asset value of shares held by the Plan at year-end.

Common stocks: Valued at net asset value of shares held by the Plan at year-end.

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 3 – FAIR VALUE MEASUREMENTS, CONTINUED:

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

As disclosed in the termination provisions, the Plan assets were frozen and merged into the Company's parent company effective September 30, 2011.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2010:

	Fair Value Measurements at Reporting Date			
	Using			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Index funds	\$ 5,856,434	\$ -	\$ -	\$ 5,856,434
GARP funds	1,712,020	-	-	1,712,020
REIT funds	779,117	-	-	779,117
Fixed income funds	6,985,641	-	-	6,985,641
Total mutual funds	15,333,212	-	-	15,333,212
Money market funds	2,249,490	-	-	2,249,490
Common stocks				
Basic industry materials	766,009	-	-	766,009
Capital goods	1,213,572	-	-	1,213,572
Consumer cyclicals	3,180,213	-	-	3,180,213
Consumer staples	2,805,927	-	-	2,805,927
Energy / Utilities	1,669,290	-	-	1,669,290
Financial	2,054,754	-	-	2,054,754
Miscellaneous	760,172	-	-	760,172
Technology	3,436,241	-	-	3,436,241
Total common stocks	15,886,178	-	-	15,886,178
Limited partnerships	-	-	8,783,058	8,783,058
Balance at September 30, 2010	\$ 33,468,880	\$ -	\$ 8,783,058	\$42,251,938

KEITHLEY INSTRUMENTS, INC.
EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 3 – FAIR VALUE MEASUREMENTS, CONTINUED:

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended September 30, 2011:

	Fair Value Measurements Using Significant <u>Unobservable Inputs (Level 3)</u> <u>Limited Partnerships</u>
Balance, beginning of year	\$ 8,783,058
Purchases, sales, issuances, settlements, net	1,586,710
Realized and unrealized gains	79,521
Transfer from the Plan	(10,449,289)
Balance, end of year	<u>\$ -</u>

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended September 30, 2010:

	Fair Value Measurements Using Significant <u>Unobservable Inputs (Level 3)</u> <u>Limited Partnerships</u>
Balance, beginning of year	\$ 7,204,025
Purchases, sales, issuances, settlements, net	1,136,222
Realized and unrealized gains, net	442,811
Balance, end of year	<u>\$ 8,783,058</u>

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 3 – FAIR VALUE MEASUREMENTS, CONTINUED:

Unrealized losses included above for Level 3 assets held at year end were \$(15,361) and \$(488,062) for the years ended September 30, 2011 and 2010, respectively. These amounts have been included in net (depreciation) appreciation in fair value of investments on the Statement of Changes in Net Assets for Plan Benefits.

NOTE 4 – INVESTMENTS:

Thomas Weisel Partners LLC was the investment adviser of the Plan. A separate fund was maintained by the Trustee for the purpose of transferring cash contributions to the other funds, distributing retiree benefits and paying Plan expenses as directed by the Committee.

Investment decisions were governed by the "Investment Objectives" established by the Committee in accordance with the authority granted to it under the "Investment Policy Statement."

The following table presents the fair value of the individual investments that represent 5 percent or more of the Plan's net assets at September 30, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
<u>Audited</u>		
Limited Partnerships:		
Mesirow Institutional Equity Fund, LP	\$ -	\$ 2,828,949
Lighthouse Diversified Fund	-	2,526,337
<u>Unaudited (See Note 7)</u>		
Mutual Funds:		
Vanguard 500 Index Fund	-	5,841,612
Blackrock Core Bond Total Return	-	3,351,076
Pimco Total Return Fund	-	3,634,565

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4 – INVESTMENTS, CONTINUED:

The Plan's investments (including investments bought, sold, and held during the period) (depreciated) appreciated in value as follows:

	<u>2011</u>	<u>2010</u>
<u>Audited</u>		
Limited Partnerships	\$ 79,521	\$ 442,811
<u>Unaudited (See Note 7)</u>		
Common Stocks	(373,954)	1,756,994
Mutual Funds:		
Equity	(446,401)	1,034,584
Bond	<u>(356,460)</u>	<u>392,700</u>
	\$ <u>(1,097,294)</u>	\$ <u>3,627,089</u>

The (depreciation) appreciation of the Plan's investments shown above has been determined based upon fair values measured by quoted market prices in active markets except for the Limited Partnerships whose fair values have been otherwise determined (See Notes 2 and 3).

NOTE 5 – ACCUMULATED PLAN BENEFITS:

As disclosed in Note 1, the Plan merged into the parent company's Pension Plan on September 30, 2011. Participants stopped accruing benefits and their pension benefits were frozen as of September 30, 2011 and transferred to the new Plan. As such, the accumulated plan benefits at September 30, 2011, for this Plan, had no value. The actuarially computed present values of accumulated plan benefits at September 30, 2010 were as follows:

Vested benefits:	
Participants currently receiving payments	\$ 12,544,693
Other participants	<u>23,336,259</u>
	35,880,952
Non-vested benefits	<u>568,398</u>
Total present value of accumulated plan benefits	\$ <u>36,449,350</u>

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 5 – ACCUMULATED PLAN BENEFITS, CONTINUED:

The changes in accumulated plan benefits at September 30, 2010 were as follows:

Actuarial present value of accumulated plan benefits at beginning of year	\$34,149,822
Benefits accumulated	987,717
Actuarial losses	71,373
Benefits paid	(1,344,460)
Interest	<u>2,584,898</u>
Total present value of accumulated plan benefits at end of year	<u>\$36,449,350</u>

NOTE 6 - FEDERAL INCOME TAX STATUS:

On November 20, 2008, the Internal Revenue Service advised that the Plan, as amended, was qualified and the trust there under was exempt from federal income tax pursuant to Section 401(a) of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan's Administrator and the Plan's tax counsel believe that the Plan was designed and was being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than now would not be sustained upon examination by the tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to the fiscal year ending 2008.

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 7 - SUMMARY OF FINANCIAL DATA CERTIFIED BY THE TRUSTEE:

In accordance with 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, KeyBank National Association, the Plan's Trustee, has certified complete and accurate the following information at and for the years ended September 30, 2011 and 2010, including the comparable information in the accompanying supplemental schedule:

	<u>2011</u>	<u>2010</u>
Investments, at fair value:		
Money Market Fund	\$ -	\$ 2,249,490
Mutual Funds	-	15,333,212
Common Stocks	-	15,886,178
	<u>\$ -</u>	<u>\$ 33,468,880</u>
	<u>2011</u>	<u>2010</u>
Net (depreciation) appreciation in the fair value of investments:		
Common Stocks	\$ (373,954)	\$ 1,756,994
Mutual Funds:		
Equity	(446,401)	1,034,584
Bond	<u>(356,460)</u>	<u>392,700</u>
	<u>\$ (1,176,815)</u>	<u>\$ 3,184,278</u>
Interest, dividend and other income	\$ 955,500	\$ 723,734

As directed by the Plan administrator, no auditing procedures have been performed on the above certified information except to compare such information to the information included in the accompanying financial statements and supplemental schedules.

NOTE 8 – PARTY-IN-INTEREST TRANSACTIONS:

Certain investments within the Plan consisted of shares of mutual funds managed by the Trustee and limited partnerships managed by another investment manager. Transactions in these investments were allowable party-in-interest transactions under Section 408 of ERISA. The Plan incurred fees to the Trustee totaling approximately \$58,000 and \$70,000 during the plan years ending September 30, 2011 and 2010, respectively. In addition, the Plan incurred fees to the investment manager totaling approximately \$237,000 and \$195,000 during the plan years ending September 30, 2011 and 2010, respectively.

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 9 – EVALUATION OF SUBSEQUENT EVENTS:

The Company has evaluated subsequent events through July 12, 2012, and has determined that there were no subsequent events that have occurred through that date that have not already been reflected in the financial statements and/or disclosed in the notes.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

2010**This Form is Open to Public
Inspection**For calendar plan year 2010 or fiscal plan year beginning 10/01/2010 and ending 09/30/2011▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Keithley Instruments, Inc. Employees' Pension Plan	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Keithley Instruments, Inc.	D Employer Identification Number (EIN) 34-0794417
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>10</u> Day <u>1</u> Year <u>2010</u>		
2 Assets:		
a Market value.....	2a	42,063,877
b Actuarial value.....	2b	42,428,344
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 174	13,783,690
b For terminated vested participants.....	3b 335	12,034,500
c For active participants:		
(1) Non-vested benefits.....	3c(1)	675,369
(2) Vested benefits.....	3c(2)	16,555,886
(3) Total active.....	3c(3) 328	17,231,255
d Total.....	3d 837	43,049,445
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐		
a Funding target disregarding prescribed at-risk assumptions.....	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate.....	5	6.53 %
6 Target normal cost.....	6	1,511,352

Statement by Enrolled Actuary

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

**SIGN
HERE**WR
Signature of actuary

William E. Roberts

Type or print name of actuary

Towers Watson Delaware Inc.

Firm name

1001 Lakeside Ave.
Suite 1900
Cleveland

OH 44114

Address of the firm

June 21, 2012
Date

11-05427

Most recent enrollment number

(216) 937-4000

Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	6,692,176	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	6,692,176	0
10	Interest on item 9 using prior year's actual return of <u>11.73</u> %	784,992	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		519,047
b	Interest on (a) using prior year's effective rate of <u>6.72</u> %		34,880
c	Total available at beginning of current plan year to add to prefunding balance		553,927
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	7,477,168	0

Part III Funding percentages			
14	Funding target attainment percentage	14	81.18 %
15	Adjusted funding target attainment percentage	15	98.55 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	104.49 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/12/2010	2,000,000				
Totals ▶			18(b)	2,000,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,996,138

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:			
a Segment rates:	1st segment: 4.16 %	2nd segment: 6.52 %	3rd segment: 6.68 %
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 64
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	1,511,352
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	1,511,352
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	1,511,352
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	1,996,138
38 Interest-adjusted excess contributions for current year (see instructions)	38	484,786
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Keithley Instruments, Inc.
EIN/PN	34-0794417/001
Plan Name	Keithley Instruments, Inc. Employees' Pension Plan
Valuation Date	October 1, 2010
Enrolled Actuary	William E. Roberts
Enrollment Number	11-05427

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Plan Name:	Keithley Instruments, Inc. Employees' Pension Plan
EIN / PN:	34-0794417 / 001
Plan Sponsor:	Keithley Instruments, Inc.
Valuation Date:	October 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of October 1, 2010

See Schedule SB – Part V for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed. For October 1, 2010 actuarial valuation, the average retirement age for Line 22 is 64.

Plan Name: Keithley Instruments, Inc. Employees' Pension Plan
EIN / PN: 34-0794417 / 001
Plan Sponsor: Keithley Instruments, Inc.
Valuation Date: October 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods

Plan Sponsor

Keithley Instruments, Inc.

EIN/PN

34-0794417/001

Discount Rates

Current plan year PPA effective interest rate: 6.53%

Prior plan year PPA effective interest rate: 6.72%

3-Segment Rates

Applicable month: June

Transition election: No

Assumed Cost of Living Adjustments

None.

Inclusion Date

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

Plan-related Expenses

The amount included this year for plan-related expenses is \$177,693.

Plan Name: Keithley Instruments, Inc. Employees' Pension Plan
EIN / PN: 34-0794417 / 001
Plan Sponsor: Keithley Instruments, Inc.
Valuation Date: October 1, 2010

SCHEDULE SB ATTACHMENTS

Mortality

The prescribed mortality assumption under IRC §430(h)(3)(A) using static tables with separate mortality rates for annuitants and non-annuitants.

Retirement

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

Age	Incidence of Retirement
60	0.03
61	0.05
62	0.15
63	0.10
64	0.10
65	1.00

Disability Rates (per 100 employees)

Wyatt 1985 Disability Study Class 1 male and female rates.

Compensation Increases

For purposes of determining the target normal cost, compensation is assumed to increase by 4.00% during the plan year. For purposes of determining the additional Funding Target for maximum deductible contribution purposes, compensation is assumed to increase by 4.00% per annum.

Future Increases in Maximum Benefits and Plan Compensation Limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC §415. Plan compensation is limited to the maximum presently allowed under IRC §401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Plan Name: Keithley Instruments, Inc. Employees' Pension Plan
EIN / PN: 34-0794417 / 001
Plan Sponsor: Keithley Instruments, Inc.
Valuation Date: October 1, 2010

SCHEDULE SB ATTACHMENTS

Representative Termination Rates (per 100 employees) not Due to Disability, Retirement or Mortality

Attained Age	Males	Females
20	0.150	0.250
25	0.069	0.099
30	0.028	0.049
35	0.004	0.017
40	N/A	0.004

Form of Payment

Participants are assumed to elect the normal form.

Marriage

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married and male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed there will be no new or rehired employees.

Plan Compensation

Compensation assumed paid in the current year beginning on the valuation date equals the actual plan compensation paid in the prior year increased according to the compensation increase assumption. Compensation is limited by IRC Section 401(a)(17).

Plan Name: Keithley Instruments, Inc. Employees' Pension Plan
EIN / PN: 34-0794417 / 001
Plan Sponsor: Keithley Instruments, Inc.
Valuation Date: October 1, 2010

SCHEDULE SB ATTACHMENTS

Asset Method

Under this method, the valuation assets are equal to the average of three values (all determined without regard to receivable contributions), the result increased by the discounted present value of contributions expected to be made after the valuation date based on the prior plan year PPA effective interest rate. This amount is then subject to a 10% corridor around the market value of assets (including the discounted present value of receivable contributions) as of the valuation date. The three values used to develop the average value are: the market value of assets as of the current valuation date, the adjusted market value of assets as of the prior valuation date and the adjusted market value of assets as of the second prior valuation date. The adjusted market value as of a relevant valuation date is equal to the market value of assets as of the prior valuation date increased by actual plan contributions and assumed return on plan assets and decreased by actual plan disbursements after that date until the current valuation date. The assumed rate of return on plan assets for the prior plan year (pursuant to IRS Notice 2010-22) was 6.84%, which is the lesser of the anticipated rate of return on assets for the plan year, equal to 8.00%, and the applicable limitation for the plan year, equal to 6.84%. The assumed rate of return on plan assets for the second prior plan year (pursuant to IRS Notice 2010-22) was 6.58%, which is the lesser of the anticipated rate of return on assets for the plan year, equal to 8.00%, and the applicable limitation for the plan year, equal to 6.58%. Because expected investment returns under this method are limited under WRERA, over time it is more likely to produce an actuarial value that is expected to be less than the market value of assets.

Participant Data

Employee data were supplied by the employer as of the census date.

Tax Policy

The actuarial valuation performed for the plan year ending September 30, 2011 is used to determine the maximum deductible contribution for the tax year ending September 30, 2011.

Benefits not Included in Valuation

We believe all significant Plan provisions are reflected in this valuation.

Plan Name: Keithley Instruments, Inc. Employees' Pension Plan
EIN / PN: 34-0794417 / 001
Plan Sponsor: Keithley Instruments, Inc.
Valuation Date: October 1, 2010

SCHEDULE SB ATTACHMENTS

Nature of Actuarial Calculations

The results documented in this report are estimates based on data that may be imperfect and on assumptions about future events. Certain plan provisions may be approximated or deemed insignificant and therefore are not valued. Assumptions may be made about participant data or other factors. Reasonable efforts were made in this valuation to ensure that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and not excluded or included inappropriately.

A range of results, different from those presented in this report could be considered reasonable. The numbers are not rounded, but this is for convenience only and should not imply precision, which is not inherent in actuarial calculations. Certain percentages determined in this report, such as the Funding Target Attainment Percentage, are rounded to the nearest .01% (e.g., 81.58%) to be consistent with the instructions for Schedule SB of the Form 5500.

The assumptions selected for this valuation other than those prescribed by law, generally reflect long-term average expectations. If overall future plan experience is less favorable than assumed, the relative level of plan costs or contribution requirements determined in this valuation will likely increase in future valuations. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the measurements (such as the end of an amortization period); and changes in plan provisions or applicable law. It is beyond the scope of this actuarial valuation to analyze the potential range of future pension contributions, but we can do so upon request.

Plan Name:	Keithley Instruments, Inc. Employees' Pension Plan
EIN / PN:	34-0794417 / 001
Plan Sponsor:	Keithley Instruments, Inc.
Valuation Date:	October 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB – Part V Summary of Principal Plan Provisions

Plan Sponsor

Keithley Instruments, Inc.

Plan

Keithley Instruments, Inc. Employee's Pension Plan

Effective Date and Most Recent Amendment

The plan was originally effective October 1, 1972 and restated in 2008 with an effective date of October 1, 2002.

Plan Year

The twelve-month period ending September 30.

Coverage and Participation

All eligible employees enter the plan at the beginning of the plan year following the attainment of the later of age 20 ½ and six months of employment.

Credited Service

Service calculated on an elapsed time basis to the nearest month.

Final Average Compensation

Average of Compensation received during the highest five consecutive Plan Years of employment prior to October 1, 1999.

Plan Name:	Keithley Instruments, Inc. Employees' Pension Plan
EIN / PN:	34-0794417 / 001
Plan Sponsor:	Keithley Instruments, Inc.
Valuation Date:	October 1, 2010

SCHEDULE SB ATTACHMENTS

Normal Retirement Benefit

Normal Retirement Date: Later of the attainment of age 65 or the completion of five years of Vesting Service.

Benefit Formula: The monthly benefit is equal to the greater of:

1. The sum of:
 - a) For Credited Service as of October 1, 1999, 0.9% of Final Average Compensation up to Covered Compensation plus 1.5% of Final Average Compensation in excess of Covered Compensation, the sum times years of Credited Service up to 30 years, plus
 - b) For Credited Service after September 30, 1999, 1.2% of Compensation for each Plan Year.
- or
2. \$12.00 multiplied by Credited Service under the Plan.

Normal Form of Benefit: The normal form of payment for a single participant is a life annuity. The automatic form of payment for married participants is an actuarially reduced 50% joint and survivor annuity.

Early Retirement Benefit

Eligibility: Eligible at age 55 and five years of Vesting Service.

Benefit: The Accrued Benefit based on years of Credited Service at Early Retirement, reduced for Early Payment by 0.5% for the first 60 full months and by 0.4% for each additional full month by which the Early Retirement Date precedes the Normal Retirement Date.

Disability Benefit

Eligibility: Eligible to those totally and permanently disabled after five years of Vesting Service.

Benefit: Participant continues to accrue Vesting and Credited Service while receiving company-provided long-term disability benefits. Upon retirement or termination of such coverage, the participant receives his Disability Retirement Benefit.

Plan Name:	Keithley Instruments, Inc. Employees' Pension Plan
EIN / PN:	34-0794417 / 001
Plan Sponsor:	Keithley Instruments, Inc.
Valuation Date:	October 1, 2010

SCHEDULE SB ATTACHMENTS

Vested Benefits upon Termination of Service

Vesting: Eligible after five years of Vesting Service.

Participants of the Radiation Measurements Division or participants devoted to the QUANTOX product line who were terminated on or after August 1, 1998 and November 30, 1998 respectively, are deemed to have no less than five years of Vesting Service.

Termination Benefit: Accrued Benefit based on years of Credited Service at Termination Date. The participant is entitled to receive his benefit at age 65. However, a reduced Early Retirement Benefit may be paid as early as age 55.

Death Benefits for Participants in Active Service

Eligibility: Eligible after five years of Vesting Service.

Benefit: Surviving spouse receives 50% of the amount which would have been payable to the participant had he terminated on the day of his death and elected a 50% Joint and Survivor annuity; benefit is deferred if the participant is under age 55.

Plan Participants' Contributions

None.

Changes in Plan Provisions since Last Actuarial Valuation

None.

Plan Name: Keithley Instruments, Inc. Employees' Pension Plan
EIN / PN: 34-0794417 / 001
Plan Sponsor: Keithley Instruments, Inc.
Valuation Date: October 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 25 Change in Method

The applicable month for the 3-Segment Rates used for discounting has been changed from July to June.

Plan Name: Keithley Instruments, Inc. Employees' Pension Plan
EIN / PN: 34-0794417 / 001
Plan Sponsor: Keithley Instruments, Inc.
Valuation Date: October 1, 2010

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of October 1, 2010

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		0		0		0		0		0		0		0		0		0	
25 - 29	0		5		3		0		0		0		0		0		0		0	
30 - 34	2		7		7		2		0		0		0		0		0		0	
35 - 39	0		8		6		11		3		1		0		0		0		0	
40 - 44	1		9		6		16		5		4		0		0		0		0	
45 - 49	1		9		11		15		7		12		7		3		0		0	
50 - 54	1		7		15		18		13		3		10		17		0		0	
55 - 59	0		4		7		14		4		5		6		12		0		0	
60 - 64	0		2		2		3		2		2		6		5		2		1	
65 - 69	0		0		1		1		0		0		1		0		0		1	
70 & Over	0		0		0		1		0		0		0		0		0		1	

Plan Name: Keithley Instruments, Inc. Employees' Pension Plan
 EIN / PN: 34-0794417 / 001
 Plan Sponsor: Keithley Instruments, Inc.
 Valuation Date: October 1, 2010

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 2010 This Form is Open to Public Inspection
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Part I Annual Report Identification Information			
For calendar plan year 2010 or fiscal plan year beginning		10/01/2010	and ending
		09/30/2011	
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☒ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here:	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II Basic Plan Information—enter all requested information			
1a Name of plan KEITHLEY INSTRUMENTS, INC. EMPLOYEES PENSION PLAN		1b Three-digit plan number (PN)	001
		1c Effective date of plan	10/01/1972
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD OLON		2b Employer Identification Number (EIN) 34-0794417	
		2c Sponsor's telephone number (440) 248-0400	
OH	44139	2d Business code (see instructions) 334500	

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		07/09/2012	MICHELLE FARMER
	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

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME		3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	837
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a, 6b, and 6c.....	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e.....	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	10
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1A 1C 1G		
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)	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	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules	b General 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	(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)

**KEITHLEY INSTRUMENTS, INC.
EMPLOYEES' PENSION PLAN**

***FINANCIAL
STATEMENTS
AND
SUPPLEMENTAL
SCHEDULES***

***FOR THE
YEARS ENDED
SEPTEMBER 30,
2011 AND 2010***

KEITHLEY INSTRUMENTS, INC.
EMPLOYEES' PENSION PLAN
INDEX TO FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

	<u>Page</u>
Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Plan Benefits as of September 30, 2011 and 2010	2
Statements of Changes in Net Assets Available for Plan Benefits for the Years Ended September 30, 2011 and 2010	3
Notes to Financial Statements	4-16
Supplemental Schedule:	
Schedule H, Line 4j – Schedule of Reportable Transactions	Schedule I

Independent Auditors' Report

Cleveland Office
32125 Solon Road
Cleveland, OH 44139
www.SSandG.com
440-248-8787
440-248-0841 (f)

To the Administrative Committee of
the Keithley Instruments, Inc.
Employees' Pension Plan
Solon, Ohio

We were engaged to audit the financial statements and supplemental schedule of Keithley Instruments, Inc. Employee's Pension Plan as of September 30, 2011 and 2010, and for the years then ended, as listed in the accompanying index. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by KeyBank National Association, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee held the Plan's investment assets and executed investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended September 30, 2011 and 2010, 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 accompanying 2011 and 2010 financial statements and schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As further discussed in Note 1 to the financial statements, the Plan sponsor elected to merge the Plan into another existing plan effective September 30, 2011. In accordance with accounting principles generally accepted in the United States, the Plan has changed its basis of accounting from the ongoing plan basis used for the year ended September 30, 2010 to the liquidation basis for the period ended September 30, 2011.

SS&G

July 12, 2012

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Center for Audit Quality, and
The Leading Edge Alliance

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

AS OF SEPTEMBER 30, 2011 AND 2010

	<u>2011</u> (Liquidation Basis)	<u>2010</u> (Ongoing Basis)
Investments, at fair value:		
Money Market Fund	\$ -	\$ 2,249,490
Limited Partnerships	-	8,783,058
Mutual Funds	-	15,333,212
Common Stocks	<u>-</u>	<u>15,886,178</u>
	-	42,251,938
Receivables:		
Due from broker for securities sold	-	89,666
Interest and dividends	-	29,552
Payables:		
Due to broker for securities purchased	<u>-</u>	<u>(102,140)</u>
Net assets available for Plan benefits	\$ <u>-</u>	\$ <u>42,269,016</u>

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

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

FOR THE YEARS ENDED SEPTEMBER 30, 2011 AND 2010

	<u>2011</u> (Liquidation Basis)	<u>2010</u> (Ongoing Basis)
Investment (loss) income:		
Net (depreciation) appreciation in fair value of investments	\$ (1,097,294)	\$ 3,627,089
Interest, dividend and other income	<u>955,500</u>	<u>723,734</u>
	(141,794)	4,350,823
Employer contributions	2,000,000	2,000,000
Benefit payments	(1,443,788)	(1,344,460)
Fees and expenses	(387,768)	(372,517)
Transfers from the Plan	<u>(42,295,666)</u>	<u>-</u>
Net (decrease) increase in net assets during the year	(42,269,016)	4,633,846
Net assets available for Plan benefits:		
Beginning of year	<u>42,269,016</u>	<u>37,635,170</u>
End of year	\$ <u>-</u>	\$ <u>42,269,016</u>

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

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - PLAN DESCRIPTION:

The following description of the Keithley Instruments, Inc. Employees' Pension Plan (the "Plan") provides only general information. On September 30, 2011, the Plan assets were frozen and merged into the Company's parent company's Pension Plan, which is a defined benefit plan sponsored by the Company's parent company. Participants should refer to the Plan document for a more complete description of the Plan's provisions, including the Summary of Material Modifications to the Summary Plan Description of the Keithley Instruments, Inc. Employees' Pension Plan.

Participation

The Plan was a noncontributory defined benefit plan that included all the U.S. employees of Keithley Instruments, Inc. (the "Company") who had completed six months credited service and were at least 20 1/2 years of age. The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Administration

The Plan was administered by The Pension Plan Investment Committee (the "Committee"), which consisted of individuals appointed by the Company's Board of Directors. The Committee also determined the investment guidelines for the Plan. Fees and expenses paid by the Plan included brokerage, trustee and professional service fees. The Plan Trustee was KeyBank National Association (the "Trustee").

Benefits and vesting

Benefit payments were calculated based on a formula defined in the Plan agreement determined by the sum of 1) a percentage of the participant's highest five year average annual compensation up to a defined amount, plus a percentage of the highest five year average annual compensation in excess of the defined amount, multiplied by years of credited service at October 1, 1999, plus 2) a percentage of the participant's annual compensation for each year of credited service after October 1, 1999. The sum of these amounts was reduced for retirement prior to age 65. The Plan provided for full vesting of benefits after five years of service and certain age requirements. Early retirement provisions were available to employees who had completed five years of vested service and had reached age 55. In the event that the participant did not retire upon attaining normal retirement age, such participant could have elected to defer receipt of benefits until retirement.

KEITHLEY INSTRUMENTS, INC.
EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - PLAN DESCRIPTION, CONTINUED:

Benefits and vesting, continued

If an employee or retiree or former employee died after becoming entitled to a vested retired benefit under the Plan, his surviving spouse, if any, could have been eligible for a survivor benefit. The Plan also provided for death and disability benefits if certain conditions, as specified in the Plan, were met.

Funding policy

Normal and past service costs were calculated by the actuary using the entry age normal cost method. Company contributions funded the Plan's normal costs and an amount required to amortize past service costs. Annual contributions were made at the discretion of the Company, in amounts not less than the minimum funding standards imposed by ERISA. The determination of such amounts by the actuary was based on anticipated earnings of the fund, mortality and turnover experience, anticipated future compensation levels and retirement age. The Company contributed \$2,000,000 for each of the Plan years 2011 and 2010.

Termination provisions

The Company reserved the right to terminate the Plan at any time by an action of its Board of Directors. In the event of termination of the Plan, the assets then remaining in the trust fund would be allocated and distributed to participants in accordance with the terms and provisions of ERISA. To the extent that Plan net assets exceed benefits due to participants and pensioners and the Plan had met all legal requirements, remaining assets, net of applicable taxes, would revert back to the Company.

On September 30, 2011, the Plan was merged into Company's parent company's Pension Plan, which is a defined benefit plan sponsored by the parent company. Also on September 30 immediately following the plan merger, participants stopped accruing benefits and their frozen pension benefit as of September 30, 2011 under the parent company's Plan was calculated based upon the eligible years of service and eligible compensation earned through September 30, 2011.

To the extent unfunded vested benefits existed, benefits, up to specified limitations, were insured by the Pension Benefit Guaranty Corporation.

KEITHLEY INSTRUMENTS, INC.
EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

The following is a summary of the significant accounting policies of the Plan as sponsored by the Company.

Basis of accounting

The accompanying financial statements are prepared under the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for plan benefit at the dates of the financial statements and the reported amounts of changes in net assets available for plan benefits during the reporting periods. In particular, the actuarial present value of accumulated plan benefits was prepared based on certain assumptions pertaining to interest rates, market conditions, and employee demographics, all of which were subject to change. Due to uncertainties inherent in the estimation and assumption processes, actual results could differ materially from those estimates.

Investment valuation and income recognition

Investments were reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measure date. See Note 3 for discussion of fair value measurements. Purchases and sales of securities were recorded on a trade date basis. Interest income was recorded on the accrual basis. Dividends were recorded on the ex-dividend date. The Plan presents in the Statement of Changes in Net Assets Available for Plan Benefits the net appreciation or depreciation in the fair value of its investments, which consisted of the realized gains or losses and the unrealized appreciation or depreciation on those investments.

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED:

Actuarial present value of accumulated Plan benefits

Accumulated Plan benefits were those future periodic payments, including lump-sum distributions that were attributable under the Plan's provisions to the service employees had rendered. Accumulated Plan benefits included benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who had died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances-retirement, death, disability, and termination of employment-were included, to the extent they were considered attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated Plan benefits at September 30, 2010 was determined by an actuary from Towers Watson and is that amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions and methods underlying the September 30, 2010 actuarial valuations were as follows:

Actuarial cost method	Traditional Unit Credit Actuarial Cost Method
Valuation interest rate	7.5% per annum
Salary scale	4.0% per annum
Mortality assumption	The 1994 Uninsured Pensioner Mortality Table (sex distinct)
Normal retirement age	65 years

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

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED:

Actuarial present value of accumulated Plan benefits, continued

As disclosed in Note 1, the Plan assets were frozen and merged into the Company's parent company's Pension Plan effective September 30, 2011. As the assets of the Plan were transferred to another Plan, there is no actuarial data for the Plan year 2011.

Benefit distributions

Distributions were recognized during the period in which they were paid to a Plan participant.

Administrative fees

All expenses of administering the Plan were paid by the Plan unless the Company elected to make such payments. In Plan years 2011 and 2010, all administrative fees were paid by the Plan.

NOTE 3 – FAIR VALUE MEASUREMENTS:

The Plan followed the provisions of *Fair Value Measurements*. This standard defines fair value and provides guidance for measuring fair value and expands disclosures about fair value measurements in accordance with accounting principles generally accepted in the United States of America. It does not require any new fair value measurements, but rather applies to all other accounting pronouncements that require or permit fair value measurements.

Fair Value Measurements establishes a framework for measuring fair value. That framework 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 unobserved inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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

Level 2: Inputs to the valuation methodology include:

KEITHLEY INSTRUMENTS, INC.
EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 3 – FAIR VALUE MEASUREMENTS, CONTINUED:

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

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurements.

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

Following is a description of the valuation methodologies used for assets measured at fair value.

Money market funds: Valued at the net asset value of shares held by the Plan at year-end.

Limited partnerships: Valued as the partnerships' interests in the affiliated investment funds held by the Plan at year-end, and not the underlying holdings of the affiliated investment funds. Thus, the inputs used by the partnerships to value its investments in the affiliated investment funds may differ from the inputs used to value the underlying holdings of the affiliated investment funds. The investments in the underlying investment companies and partnerships are carried at estimated fair value. Fair value is based on the net asset value of the shares in each company or partnership.

Mutual funds: Valued at the net asset value of shares held by the Plan at year-end.

Common stocks: Valued at net asset value of shares held by the Plan at year-end.

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 3 – FAIR VALUE MEASUREMENTS, CONTINUED:

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

As disclosed in the termination provisions, the Plan assets were frozen and merged into the Company's parent company effective September 30, 2011.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2010:

	Fair Value Measurements at Reporting Date			
	Using			
	Level 1	Level 2	Level 3	Total
Mutual funds				
Index funds	\$ 5,856,434	\$ -	\$ -	\$ 5,856,434
GARP funds	1,712,020	-	-	1,712,020
REIT funds	779,117	-	-	779,117
Fixed income funds	6,985,641	-	-	6,985,641
Total mutual funds	15,333,212	-	-	15,333,212
Money market funds	2,249,490	-	-	2,249,490
Common stocks				
Basic industry materials	766,009	-	-	766,009
Capital goods	1,213,572	-	-	1,213,572
Consumer cyclicals	3,180,213	-	-	3,180,213
Consumer staples	2,805,927	-	-	2,805,927
Energy / Utilities	1,669,290	-	-	1,669,290
Financial	2,054,754	-	-	2,054,754
Miscellaneous	760,172	-	-	760,172
Technology	3,436,241	-	-	3,436,241
Total common stocks	15,886,178	-	-	15,886,178
Limited partnerships	-	-	8,783,058	8,783,058
Balance at September 30, 2010	\$ 33,468,880	\$ -	\$ 8,783,058	\$42,251,938

KEITHLEY INSTRUMENTS, INC.
EMPLOYEES' PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 3 – FAIR VALUE MEASUREMENTS, CONTINUED:

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended September 30, 2011:

	Fair Value Measurements Using Significant <u>Unobservable Inputs (Level 3)</u> <u>Limited Partnerships</u>
Balance, beginning of year	\$ 8,783,058
Purchases, sales, issuances, settlements, net	1,586,710
Realized and unrealized gains	79,521
Transfer from the Plan	(10,449,289)
Balance, end of year	<u>\$ -</u>

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended September 30, 2010:

	Fair Value Measurements Using Significant <u>Unobservable Inputs (Level 3)</u> <u>Limited Partnerships</u>
Balance, beginning of year	\$ 7,204,025
Purchases, sales, issuances, settlements, net	1,136,222
Realized and unrealized gains, net	442,811
Balance, end of year	<u>\$ 8,783,058</u>

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 3 – FAIR VALUE MEASUREMENTS, CONTINUED:

Unrealized losses included above for Level 3 assets held at year end were \$(15,361) and \$(488,062) for the years ended September 30, 2011 and 2010, respectively. These amounts have been included in net (depreciation) appreciation in fair value of investments on the Statement of Changes in Net Assets for Plan Benefits.

NOTE 4 – INVESTMENTS:

Thomas Weisel Partners LLC was the investment adviser of the Plan. A separate fund was maintained by the Trustee for the purpose of transferring cash contributions to the other funds, distributing retiree benefits and paying Plan expenses as directed by the Committee.

Investment decisions were governed by the "Investment Objectives" established by the Committee in accordance with the authority granted to it under the "Investment Policy Statement."

The following table presents the fair value of the individual investments that represent 5 percent or more of the Plan's net assets at September 30, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
<u><i>Audited</i></u>		
Limited Partnerships:		
Mesirow Institutional Equity Fund, LP	\$ -	\$ 2,828,949
Lighthouse Diversified Fund	-	2,526,337
<u><i>Unaudited (See Note 7)</i></u>		
Mutual Funds:		
Vanguard 500 Index Fund	-	5,841,612
Blackrock Core Bond Total Return	-	3,351,076
Pimco Total Return Fund	-	3,634,565

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4 – INVESTMENTS, CONTINUED:

The Plan's investments (including investments bought, sold, and held during the period) (depreciated) appreciated in value as follows:

	<u>2011</u>	<u>2010</u>
<u>Audited</u>		
Limited Partnerships	\$ 79,521	\$ 442,811
<u>Unaudited (See Note 7)</u>		
Common Stocks	(373,954)	1,756,994
Mutual Funds:		
Equity	(446,401)	1,034,584
Bond	<u>(356,460)</u>	<u>392,700</u>
	\$ <u>(1,097,294)</u>	\$ <u>3,627,089</u>

The (depreciation) appreciation of the Plan's investments shown above has been determined based upon fair values measured by quoted market prices in active markets except for the Limited Partnerships whose fair values have been otherwise determined (See Notes 2 and 3).

NOTE 5 – ACCUMULATED PLAN BENEFITS:

As disclosed in Note 1, the Plan merged into the parent company's Pension Plan on September 30, 2011. Participants stopped accruing benefits and their pension benefits were frozen as of September 30, 2011 and transferred to the new Plan. As such, the accumulated plan benefits at September 30, 2011, for this Plan, had no value. The actuarially computed present values of accumulated plan benefits at September 30, 2010 were as follows:

Vested benefits:	
Participants currently receiving payments	\$ 12,544,693
Other participants	<u>23,336,259</u>
	35,880,952
Non-vested benefits	<u>568,398</u>
Total present value of accumulated plan benefits	\$ <u>36,449,350</u>

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 5 – ACCUMULATED PLAN BENEFITS, CONTINUED:

The changes in accumulated plan benefits at September 30, 2010 were as follows:

Actuarial present value of accumulated plan benefits at beginning of year	\$34,149,822
Benefits accumulated	987,717
Actuarial losses	71,373
Benefits paid	(1,344,460)
Interest	<u>2,584,898</u>
Total present value of accumulated plan benefits at end of year	<u>\$36,449,350</u>

NOTE 6 - FEDERAL INCOME TAX STATUS:

On November 20, 2008, the Internal Revenue Service advised that the Plan, as amended, was qualified and the trust there under was exempt from federal income tax pursuant to Section 401(a) of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan's Administrator and the Plan's tax counsel believe that the Plan was designed and was being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than now would not be sustained upon examination by the tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to the fiscal year ending 2008.

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 7 - SUMMARY OF FINANCIAL DATA CERTIFIED BY THE TRUSTEE:

In accordance with 29 CFR 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, KeyBank National Association, the Plan's Trustee, has certified complete and accurate the following information at and for the years ended September 30, 2011 and 2010, including the comparable information in the accompanying supplemental schedule:

	<u>2011</u>	<u>2010</u>
Investments, at fair value:		
Money Market Fund	\$ -	\$ 2,249,490
Mutual Funds	-	15,333,212
Common Stocks	-	15,886,178
	<u>\$ -</u>	<u>\$ 33,468,880</u>
	<u>2011</u>	<u>2010</u>
Net (depreciation) appreciation in the fair value of investments:		
Common Stocks	\$ (373,954)	\$ 1,756,994
Mutual Funds:		
Equity	(446,401)	1,034,584
Bond	<u>(356,460)</u>	<u>392,700</u>
	<u>\$ (1,176,815)</u>	<u>\$ 3,184,278</u>
Interest, dividend and other income	\$ 955,500	\$ 723,734

As directed by the Plan administrator, no auditing procedures have been performed on the above certified information except to compare such information to the information included in the accompanying financial statements and supplemental schedules.

NOTE 8 – PARTY-IN-INTEREST TRANSACTIONS:

Certain investments within the Plan consisted of shares of mutual funds managed by the Trustee and limited partnerships managed by another investment manager. Transactions in these investments were allowable party-in-interest transactions under Section 408 of ERISA. The Plan incurred fees to the Trustee totaling approximately \$58,000 and \$70,000 during the plan years ending September 30, 2011 and 2010, respectively. In addition, the Plan incurred fees to the investment manager totaling approximately \$237,000 and \$195,000 during the plan years ending September 30, 2011 and 2010, respectively.

KEITHLEY INSTRUMENTS, INC.

EMPLOYEES' PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 9 – EVALUATION OF SUBSEQUENT EVENTS:

The Company has evaluated subsequent events through July 12, 2012, and has determined that there were no subsequent events that have occurred through that date that have not already been reflected in the financial statements and/or disclosed in the notes.

KEITHLEY INSTRUMENTS, INC.EIN: 34-0794417PLAN NUMBER 001EMPLOYEES' PENSION PLANSCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONSSEPTEMBER 30, 2011

<u>(a) Identity of party involved and (b) description of assets</u>	<u>Total number of transactions</u>	<u>(c) Purchase price</u>	<u>(d) Selling price</u>	<u>(g) Cost of asset sold</u>	<u>(h) Current Value of Asset on Transaction Date</u>	<u>(i) Net Gain</u>
Purchases:						
Federated Treasury Obligations Fund	302	\$4,932,788	--	--	\$4,932,788	--
*Victory Financial Reserves Fund	113	\$1,199,882	--	--	\$1,199,882	--
Limited Partnership Receivable	2	\$1,175,000	--	--	\$1,175,000	--
Whippoorwill Offshore Distr Opp CL A 910	1	\$1,500,000	--	--	\$1,500,000	--
Sales:						
Federated Treasury Obligations Fund	84	--	\$5,995,391	\$5,995,391	\$5,995,391	--
*Victory Financial Reserves Fund	76	--	\$1,232,863	\$1,232,863	\$1,232,863	--
Limited Partnership Receivable	3	--	\$2,675,000	\$2,675,000	\$2,675,000	--
Whippoorwill Offshore Distr Opp CL A 910	2	--	\$1,581,110	\$1,500,000	\$1,581,110	\$ 81,110

Reportable transactions represent individual or series of transactions in excess of 5% of Plan assets as of the beginning of the Plan year.

(*) Denotes an allowable party in interest.

Note1: Schedule I was derived from data certified as complete and accurate by the Trustee.

Note 2: Information in columns (e) and (f) have been omitted as there is no information to report.