

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</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>ARGON ST, INC 401(K) PROFIT SHARING PLAN & TRUST</u>	1b Three-digit plan number (PN) ►	<u>003</u>	
	1c Effective date of plan	<u>01/01/1995</u>	
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>ARGON ST, INC.</u> <u>12701 FAIR LAKES CIRCLE</u> <u>SUITE 800</u> <u>FAIRFAX, VA 22033</u>	2b Employer Identification Number (EIN) <u>38-1873250</u>	2c Sponsor's telephone number <u>703-322-0881</u>	2d Business code (see instructions) <u>541512</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	<u>Filed with authorized/valid electronic signature.</u>	<u>07/31/2012</u>	<u>MEGAN FILIPPI</u>
	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 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ARGON ST, INC. 12701 FAIR LAKES CIRCLE SUITE 800 FAIRFAX, VA 22033	3b Administrator's EIN 38-1873250 3c Administrator's telephone number 703-322-0881
--	---

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	1276
---	----------	------

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	752
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	412
d Subtotal. Add lines 6a , 6b , and 6c	6d	1164
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	6
f Total. Add lines 6d and 6e	6f	1170
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1169
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1

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:

2E 2F 2G 2J 2K 2R 2T 3D 3H 3I

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
---	---

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE 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
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan ARGON ST, INC 401(K) PROFIT SHARING PLAN & TRUST	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 ARGON ST, INC.	D Employer Identification Number (EIN) 38-1873250

Part I	Service Provider Information (see instructions)
---------------	--

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

04-2647786

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

(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 disclosures on eligible indirect compensation

(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 disclosures on eligible indirect compensation

(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 disclosures on eligible indirect compensation

(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 disclosures on eligible indirect compensation

(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 disclosures on eligible indirect compensation

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	21899	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	8840	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 ☐

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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ARTISAN MID CAP INV - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS HIGH YLD INST - INVESCO INVEST 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LD ABBETT MIDCPVAL P - DST SYSTEMS, 43-1581814	0.45%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>NB INTL FUND TRUST - STATE STREET B</p> <p>04-0025081</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.40%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>OAKMARK EQ & INC I - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.35%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>PIMCO TOT RETURN ADM - BOSTON FINANCIAL 330 W. 9TH STREET KANSAS CITY, MO 66160</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.26%</p>		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MARSICO FUNDS 803 WEST MICHIGAN STREET SUITE A MILWAUKEE, WI 53233</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.40%</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUT</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p>60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p>0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>MERGER FUND 777 E. WISCONSIN AVE. MILWAUKEE, WI 53202</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.40%</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUT</p> </div> <div style="width: 20%;"> <p>(b) Service Codes (see instructions)</p> <p>60</p> </div> <div style="width: 20%;"> <p>(c) Enter amount of indirect compensation</p> <p>0</p> </div> </div>		
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>BRIDGEWAY FUNDS 20 GREENWAY PLAZA, STE 450 HOUSTON, TX 77046</p> </div> <div style="width: 40%;"> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>16.00</p> </div> </div>		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN CENTURY FUNDS 4151 AMON CARTER BLVD MAILDROP 2450 FORT WORTH, TX 76155	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TCW FUNDS 1211 SW FIFTH AVENUE STE 2100 PORTLAND, OR 97204	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO FUNDS 1633 BROADWAY NEW YORK, NY 10019	0.40%	

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO FUNDS 1633 BROADWAY NEW YORK, NY 10019	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WEITZ FUNDS 1125 SOUTH 103RD STREET OMAHA, NE 68124	16.00

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SCOUT FUNDS 3707 WEST MAPLE RD. BLOOMFIELD HILLS, MI 48301	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
OAKMARK FUNDS TWO NORTH LASALLE STREET SUITE 500 CHICAGO, IL 60602	0.35%	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
OAKMARK FUNDS TWO NORTH LASALLE STREET SUITE 500 CHICAGO, IL 60602	0.35%	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p> </div> <div style="width: 40%;"> <p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> </div> </div>		
FAIRHOLME FUNDS 4400 BISCAYNE BLVD MIAMI, FL 33137	8.00	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
INTREPID FUNDS	1400 MARSH LANDING PKWY. SUITE 106 JACKSONVILLE BEACH, FL 32250	0.40%
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
SOUND SHORE FUNDS	SOUND SHORE MANAGEMENT, INC. GREENWICH, CT 06830	0.40%
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JANUS FUNDS	151 DETROIT ST. DENVER, CO 80206	0.35%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MATTHEWS ASIAN FUNDS 4 EMBARCADERO CENTER SUITE 550 SAN FRANCISCO, CA 94111	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MATTHEWS ASIAN FUNDS 4 EMBARCADERO CENTER SUITE 550 SAN FRANCISCO, CA 94111	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>ARGON ST, INC 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ►	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ARGON ST, INC.</u>	D Employer Identification Number (EIN) <u>38-1873250</u>	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>15252607</u>
---------------------------------------	-------------------------------	---

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>ARGON ST, INC 401(K) PROFIT SHARING PLAN & TRUST</u>		B Three-digit plan number (PN) <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ARGON ST, INC.</u>		D Employer Identification Number (EIN) <u>38-1873250</u>

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)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1123063	1253967
(2) U.S. Government securities.....	1c(2)	32422	16965
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	10034	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	1757108	1863627
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1328398	1344777
(9) Value of interest in common/collective trusts.....	1c(9)	14575524	15252607
(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)	121744629	121538251
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	9	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	483	0
(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	140571670	141270194

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	140571670	141270194
---	-----------	-----------	-----------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	7216336	
(B) Participants	2a(1)(B)	7963571	
(C) Others (including rollovers)	2a(1)(C)	328678	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		15508585
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	17201	
(B) U.S. Government securities	2b(1)(B)	718	
(C) Corporate debt instruments	2b(1)(C)	306	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	62509	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		80734
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	27167	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3267072	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3294239
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	6435308	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	6369529	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		65779

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	-237264	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-237264
(6) Net investment gain (loss) from common/collective trusts	2b(6)		448681
(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)		-7153754
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		12007000

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11287057	
(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)		11287057
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		6
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	8840	
(4) Other	2i(4)	12573	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		21413
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		11308476

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		698524
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

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		95000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>ARGON ST, INC 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ARGON ST, INC.</u>	D Employer Identification Number (EIN) <u>38-1873250</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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



Financial Statements and Report of
Independent Certified Public Accountants

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

December 31, 2011 and 2010

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Contents

Report of Independent Certified Public Accountants	3
Financial Statements	
Statements of Net Assets Available for Benefits	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6–18
Supplementary Information	
Schedule H, Line 4i—Schedule of Assets (Held at End of Year)	20

Report of Independent Certified Public Accountants

Trustees
Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

We were engaged to audit the statements of net assets available for benefits of the Argon ST, Inc., 401(k) Profit Sharing Plan and Trust as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental 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 C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the trustee holds the certified Plan assets and executes the related transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011 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 express, and we do not express, an opinion on the accompanying financial statements and supplemental 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 supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental 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 established by the American Institute of Certified Public Accountants 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.



McLean, Virginia
July 19, 2012

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2011	2010
<i>Assets</i>		
Investments, at fair value	\$ 139,925,417	\$ 139,243,272
Receivables:		
Employer match contributions	491,494	401,738
Notes receivable from participants	1,344,777	1,328,398
Net assets available for benefit at fair value	141,761,688	140,973,408
Adjustment from fair value to contract value for common collective trust	(376,188)	(118,513)
Net Assets Available for Benefits	\$ 141,385,500	\$ 140,854,895

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

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Statement of Changes in Net Assets Available for Benefits

<i>Year Ended December 31,</i>	2011
Additions	
Investment income:	
Interest and dividends	\$ 3,312,464
Net decrease in fair value of investments	<u>(6,876,558)</u>
Total investment income	<u>(3,564,094)</u>
Interest income on notes receivable from participants	62,509
Contributions:	
Participant	7,216,336
Participant rollover	328,678
Employer match	<u>8,053,327</u>
Total contributions	<u>15,598,341</u>
Total Additions	<u>12,096,756</u>
Deductions	
Benefits paid to participants	11,544,738
Plan expenses	<u>21,413</u>
Total Deductions	<u>11,566,151</u>
Net Increase	530,605
Net Assets Available for Benefits, beginning of period	<u>140,854,895</u>
Net Assets Available for Benefits, end of period	<u>\$ 141,385,500</u>

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

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements

December 31, 2011 and 2010

NOTE A—PLAN DESCRIPTION

The following brief description of the Argon ST, Inc., 401(k) Profit Sharing Plan and Trust (the Plan), is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan was established January 1, 1995, to provide retirement benefits for eligible employees of the participating employer. The participating employer is Argon ST, Inc. (the Company). Effective January 1, 2000, the Plan entered into a tax-favored savings and trust agreement with Fidelity Management Trust Company (Fidelity).

On August 5, 2010, The Boeing Company (Boeing) acquired 100% of the common shares of Argon ST, Inc. As a wholly-owned subsidiary of Boeing, Argon will transition to the benefit plans of Boeing, including the Boeing Voluntary Investment Plan (VIP) 401(k), effective the first payroll on or after January 1, 2012, see Note M. The Plan was maintained separately until it was merged into the VIP, on June 14, 2012, see Note L. Prior to the merger into the VIP, participants had access to the Plan for investment fund transfers, loans and both regular and hardship withdrawals, but participants were not able to contribute to the Plan.

All employees of the employer are eligible to participate, except members of a collective bargaining unit where retirement benefits have been the subject of good faith bargaining, nonresident aliens who do not receive any earned income from the Company which constitutes United States earned income, leased employees and casual or temporary employees. Employees become eligible to participate on the date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may contribute a percentage of their pre-tax annual compensation as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified retirement plans. Effective April 1, 2007, participants also may choose a Roth deferral contribution on an after-tax basis.

The employer makes a non-discretionary matching contribution, subject to certain Plan limitations, in an amount equal to 100 percent of the participant's deferral, limited to six percent of the participant's eligible compensation. The employer matching contribution amounted to \$5,350,428 for the Plan year ended December 31, 2011. In addition, a safe harbor contribution equal to 3% of covered compensation is made to each eligible employee of the Company, regardless of the employees' participation in the Plan. The safe harbor contribution amounted to \$2,702,899 for the Plan year ended December 31, 2011. Each year the employer may also contribute to the Plan a discretionary profit sharing contribution in addition to any matching contributions. The Company did not make a discretionary profit sharing contribution for the Plan year ended December 31, 2011.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions, and (b) Plan earnings. Allocations to each participant account for the Company's discretionary profit sharing contribution is based on the ratio of their compensation for the plan year to the aggregate eligible compensation of all such participants in that year. Investment income or losses are allocated based on participants' account balances.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE A—PLAN DESCRIPTION—Continued

Investments

Upon enrollment in the Plan, a participant may direct employee contributions to various investment options, including among others, fixed income, capital appreciation, income and growth mutual funds, Argon ST common stock (no longer available following the acquisition of the Company by The Boeing Company), a common collective trust, as well as a self-directed brokerage account option. Fidelity is custodian of the funds. Participants may change their investment options daily.

Vesting

Participants are immediately vested in their contributions, rollover accounts and the Company's safe harbor contributions plus actual earnings thereon. Vesting in the remainder of the plan account is based on years of continuous service. A participant is 100 percent vested after five years of credited service.

Payment of Benefits

On termination of service, including separation due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount, or in annual installments. If the account balance is less than \$5,000, the distribution shall be paid in the form of a lump-sum benefit.

Notes Receivable from Participants

Loans to participants may be no less than \$1,000 and no greater than the lesser of \$50,000 or one-half of the participant's vested interest in his or her account. The period of repayment may not exceed five years, except for loans used to acquire, construct, or rehabilitate a dwelling unit used as a principal residence. All loans bear interest under a fixed rate determined by the Plan Administrator. Principal and interest are generally paid ratably through bi-weekly payroll deductions. Loans must be repaid prior to any participant (borrower) distribution.

NOTE B—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Method of Accounting

The Plan uses the accrual basis of accounting for the presentation of the financial statements.

December 31, 2011 and 2010

NOTE B—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—Continued

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note F for discussion of fair value measurements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in the Managed Income Portfolio (MIP) which is a common collective trust that holds fully benefit-responsive investment contracts. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as revenue and expenses during the reporting period. Actual results could differ from those estimates.

Benefit Payments

Benefits are recorded when paid.

Risks and Uncertainties

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

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE B—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—Continued

Adoption of New Accounting Standards

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, *Fair Value Measurements and Disclosures*, which amends Accounting Standards Codification (ASC) 820 which clarifies existing disclosures and requires new disclosures about fair value measurements. The clarifications and the requirement to disclose the amounts and reasons for significant transfers between Level 1 and level 2 and significant transfers into and out of Level 3 of the fair value hierarchy are effective for periods beginning after December 15, 2009. The new requirement that purchases, sales, issuances, and settlements be presented gross in the Level 3 reconciliation is effective for fiscal years beginning after December 15, 2010 and for interim periods within those years, with early adoption permitted. Since this new guidance only amends the disclosure requirements, it will not have any impact on the Plan's statement of net assets or statement of changes in net assets.

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This guidance amends the application of existing fair value measurement requirements, while other amendments change a particular principle in existing fair value measurement guidance. In addition, this guidance requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of the amended guidance will have on the Plan's financial statements.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year's presentation.

NOTE C—INFORMATION CERTIFIED BY THE PLAN TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate.

- Investments and participant loans receivable, as shown in the statements of net assets available for benefits as of December 31, 2011 and 2010.
- Investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2011.
- Schedule of Assets (Held at End of Year) as of December 31, 2011.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE C—INFORMATION CERTIFIED BY THE PLAN TRUSTEE

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

The following presents investments that represent five percent or more of the Plan's net assets as of December 31, 2011 and 2010:

<i>December 31,</i>	2011	2010
Fidelity Capital Appreciation	\$ 9,174,427	\$ 9,846,180
Fidelity Contrafund	16,060,303	15,813,948
Artisan Mid Cap	10,182,921	9,745,446
Fidelity Diversified International	*	8,123,379
Fidelity Managed Income Portfolio	15,252,607	14,575,524
PIMCO Total Return	9,178,831	9,136,395

** Amounts did not exceed 5% of Plan assets at end of year.*

As of December 31, 2011, the Plan was invested in a common collective trust, Fidelity's Managed Income Portfolio, which owns fully benefit-responsive investment contracts. The Plan's interest in the Fidelity Managed Income Portfolio is calculated by applying the Plan's ownership percentage in the Fidelity Managed Income Portfolio to the total fair value of such fund.

For the year ended December 31, 2011, the Plan's investments decreased in value by \$6,876,558 as follows:

Registered Investment Companies	\$ (7,125,181)
Other	248,623
	<u>\$ 6,876,558</u>

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE D—ADMINISTRATIVE EXPENSES

The Company absorbs substantially all of the Plan recordkeeping and administrative expenses. Expenses incurred and paid for by the Plan for the Plan year ended December 31, 2011 were \$21,413.

NOTE E—INCOME TAX STATUS

The Company adopted a prototype plan offered through Fidelity. The prototype plan was approved by the Internal Revenue Service (IRS) as acceptable under Section 401(a) of the Internal Revenue Code (IRC), for use by employers for the benefit of their employees. Argon ST did not request its own determination letter and believes the plan is designed and being operated in accordance 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 not would not be sustained upon examination by the IRS. The Company has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 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 Company believes it is no longer subject to income tax examinations for years prior to 2008.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE F—FAIR VALUE MEASUREMENTS

FASB ASC 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value and expands disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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. There have been no changes in the methodologies used at December 31, 2011 and 2010.

The following is a description of the valuation methodologies and inputs used for assets and liabilities measured at fair value.

Common stocks and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Registered Investment Companies and Common Collective Trust: Valued at the net asset value of shares held by the Plan at year end.

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.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE F—FAIR VALUE MEASUREMENTS—Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Interest-bearing Cash	\$ 1,253,967	\$ —	\$ —	\$ 1,253,967
Registered Investment Companies:				
Balanced	31,263,861	—	—	31,263,861
Fixed Income	9,738,386	—	—	9,738,386
Growth	68,167,280	—	—	68,167,280
Income	4,029,102	—	—	4,029,102
Index	7,163,307	—	—	7,163,307
Other	1,176,315	—	—	1,176,315
Total	121,538,251	—	—	121,538,251
Non-employer Common Stock:				
Basic Materials	600,712	—	—	600,712
Consumer Goods	222,011	—	—	222,011
Technology	281,677	—	—	281,677
Financial	474,786	—	—	474,786
Other	284,441	—	—	284,441
Total	1,863,627	—	—	1,863,627
Common Collective Trusts	—		15,252,607	15,252,607
U.S. Government Securities	—	16,965	—	16,965
Total Assets	\$ 124,655,845	\$ 16,965	\$ 15,252,607	\$ 139,925,417

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE F—FAIR VALUE MEASUREMENTS—Continued

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Interest-bearing Cash	\$ 1,123,546	\$ —	\$ —	\$ 1,123,546
Registered Investment Companies:				
Balanced	30,120,126	—	—	30,120,126
Fixed Income	9,450,519	—	—	9,450,519
Growth	70,535,383	—	—	70,535,383
Income	3,439,958	—	—	3,439,958
Index	6,795,078	—	—	6,795,078
Other	1,403,565	—	—	1,403,565
Total	121,744,629	—	—	121,744,629
Argon ST Common Stock	—	—	—	—
Non-employer Common Stock:				
Basic Materials	801,870	—	—	801,870
Consumer Goods	187,564	—	—	187,564
Technology	184,809	—	—	184,809
Financial	319,671	—	—	319,671
Other	263,194	—	—	263,194
Total	1,757,108	—	—	1,757,108
Common Collective Trusts	—		14,575,524	14,575,524
U.S. Government Securities	—	32,422	—	32,422
Other Investments	—	10,043	—	10,043
Total Assets	\$ 124,625,283	\$ 42,465	\$ 14,575,524	\$ 139,243,272

The following is a summary of the activity within Level 3 investments for the year ended December 31, 2011:

	Managed Income Portfolio
Balance, beginning of year	\$ 14,575,524
Interest income	190,277
Adjustment from contract value to fair value	257,675
Purchases	5,644,676
Sales	(5,415,545)
Balance, end of year	\$ 15,252,607

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE F—FAIR VALUE MEASUREMENTS—Continued

In accordance with the fair value measurements and disclosures guidance, the following table presents the category, fair value, redemption frequency and redemption notice period for Plan investments, the fair values of which are estimated using the NAV per share as of December 31, 2011 and 2010:

	Fair Value 2011	Fair Value 2010	Unfunded Commitments	Expected Liquidation Term	Redemption Terms	Redemption Restrictions
Fidelity Managed Income Portfolio ^(a)	\$ 15,252,607	\$ 14,575,524	\$ —	—	See Note G	See Note G

^(a) The investment objective of the Managed Income Portfolio (MIP) is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital.

NOTE G—COMMON COLLECTIVE TRUST

Beginning with the Plan year ended December 31, 2009, the Plan has been applying the practical expedient to its investment in the MIP, a common collective trust fund. Units are issued and redeemed daily at the MIP's constant NAV of \$1 per unit. The MIP allows for daily liquidity with no additional days notice required for redemption. It is the policy of the MIP to use its best efforts to maintain a stable NAV of \$1 per unit, although there is no guarantee that the MIP will be able to maintain this value.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment in the MIP at contract value. Contract value represents contributions made to the MIP, plus earnings, less participant withdrawals and administrative expenses. The MIP imposes certain restrictions on the Plan, and the MIP itself may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs.

The MIP invests in assets (typically fixed income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enters into "wrapper" contracts issued by third parties and invests in cash equivalents represented by shares in a money market fund. A wrap contract is an agreement by another party, such as a bank or insurance company, to make payments to the MIP in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

Fidelity seeks to minimize the exposure of the MIP to wrap credit risk through, among other means, diversification of the wrap contracts across an approved group of issuers. The MIP is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets that are not otherwise invested in money market funds. The MIP is presented in the statements of net assets available for benefits at fair value with an adjustment to contract value.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE G—COMMON COLLECTIVE TRUST—Continued

The contract value of the investment as of December 31, 2011 and 2010 was \$14,876,419 and \$14,457,011, respectively. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuers of the underlying wrap contracts, but it may not be less than zero percent. Crediting rates are reset monthly. For the years ended December 31, 2011 and 2010, the average yield based on actual earnings was 1.92% and 2.68%, respectively, and on the interest rate credited to participants was 1.39% and 1.44%, respectively.

The following events may limit the ability of the Plan to transact at contract value:

- The Plan's failure to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.
- Any communication given to Plan participants designed to influence a participant not to invest in the MIP or to transfer assets out of the MIP.
- Any change in law, regulation or administrative ruling applicable to the Plan that could have a material adverse effect on the MIP's cash flow.
- Any transfer of assets from the MIP directly into a competing investment option.
- The establishment of a defined contribution plan that competes with the Plan for employee contributions.
- Complete or partial termination of the Plan or its merger with another plan. Any substantive modifications of the MIP or the administration of the MIP that is not consented to by the wrap issuer.
- Any change in law, regulation or administrative ruling applicable to a plan investing in the MIP that could have a material adverse effect on the MIP's cash flow.

Plan management believes the occurrence of events that would cause the MIP to transact at less than contract value is not probable.

The MIP is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets. This could result from the MIP's inability to promptly find a replacement wrap contract following termination of a wrap contract. The MIP's ability to receive amounts due pursuant to these wrap contracts is dependent on the third-party issuer's ability to meet their financial obligations. The wrap issuer's ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments. In the event that wrap contracts fail to perform as intended, the MIP's NAV may decline if the market value of its assets declines.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE H—TERMINATION

On June 14, 2012, all Plan assets were transferred to the Boeing Voluntary Investment Plan (VIP) 401(k) (Note L).

NOTE I—FORFEITURES

At December 31, 2011 and 2010, forfeited non-vested accounts totaled \$25,893 and \$46,133, respectively. These accounts will be used to reduce future employer contributions. For the year ended December 31, 2011, employer contributions were reduced by \$293,722 from forfeited nonvested accounts.

NOTE J—RECONCILIATION TO FORM 5500

Form 5500 reports Plan assets on a cash basis; accounting principles generally accepted in the United States of America use the accrual basis. A reconciliation of net assets available for Plan benefits according to the financial statements and Form 5500 follows:

<i>December 31,</i>	2011	2010
Net assets available for benefits, financial statements	\$ 141,385,500	\$ 140,854,895
Less: contributions receivable	(491,494)	(401,738)
Fair value adjustment for common collective trust	376,188	118,513
Net assets available for Plan benefits, Form 5500	\$ 141,270,194	\$ 140,571,670

The following is a reconciliation of changes in net assets per the financial statements to the Form 5500:

<i>Year ended December 31, 2011</i>	
Change in net assets, financial statements	\$ 530,605
Add: contributions receivable, beginning of year	401,738
Less: contributions receivable, end of year	(491,494)
Add: fair value adjustment for common collective trust	257,675
Net income, Form 5500	\$ 698,524

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE K—RELATED PARTY TRANSACTIONS

On August 5, 2010, the Boeing Company acquired 100 percent of the outstanding shares of Argon ST, Inc., including shares held by the Plan. As a result, at December 31, 2011 and 2010, the Plan held no shares of Argon ST common stock.

The Plan has not considered Argon ST contributions to the Plan, or benefits accrued or paid by the Plan, for participants as party-in-interest transactions.

Certain Plan investments are managed by Fidelity Management Trust Company, the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

Fees paid during the year by the Plan sponsor for legal, accounting, and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

The Plan sponsor provides to the Plan certain accounting and administrative services for which no fees are charged.

NOTE L—SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 19, 2012, the date the financial statements were available to be issued. As stated in Note A, on June 14, 2012, 1,397 participant accounts, representing \$128,975,305 of Plan assets, were transferred to the Boeing Voluntary Investment Plan. . The Plan is not aware of any additional subsequent events which would require recognition or disclosure in the accompanying financial statements.

Supplemental Information



Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Schedule of Assets (Held at End of Year)

EIN: 38-1873250

Plan #003

December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Fidelity Managed Income Portfolio	Common collective trust	\$ **	\$ 15,252,607
	Pimco Total Return Admin	Mutual fund	**	9,178,831
	Investors High Yield Institutional	Mutual fund	**	451,543
	RS Emerging Markets	Mutual fund	**	481,276
	Artisan Mid Cap Inv	Mutual fund	**	10,182,921
	Oakmark Equity & Income	Mutual fund	**	5,559,884
	Royce Low Price Stock	Mutual fund	**	3,518,731
	Ivk Growth & Income	Mutual fund	**	4,419,189
	Lord Abnett Midcpval	Mutual fund	**	1,809,933
	NB International Fund Trust	Mutual fund	**	1,299,749
*	Fidelity Stock Select Small Cap	Mutual fund	**	1,171,612
*	Fidelity Strategic Income	Mutual fund	**	3,627,336
*	Fidelity Small Cap Discovery	Mutual fund	**	1,875,121
	Spartan Ext Market Index Inv	Mutual fund	**	782,603
	Spartan International Index Inv	Mutual fund	**	526,566
	Spartan 500 Index Inv	Mutual fund	**	5,802,768
*	Fidelity Small Cap Value	Mutual fund	**	485,826
*	Fidelity Capital Appreciation	Mutual fund	**	9,174,427
*	Fidelity Contrafund	Mutual fund	**	16,060,303
*	Fidelity Diversified International	Mutual fund	**	6,658,279
*	Fidelity Leveraged Company Stock	Mutual fund	**	5,459,507
*	Fidelity Low Priced Stock	Mutual fund	**	4,337,681
*	Fidelity Value Strategies	Mutual fund	**	2,105,395
*	Fidelity Freedom Income	Mutual fund	**	393,727
*	Fidelity Freedom 2000	Mutual fund	**	204,861
*	Fidelity Freedom 2005	Mutual fund	**	410,694
*	Fidelity Freedom 2010	Mutual fund	**	978,790
*	Fidelity Freedom 2015	Mutual fund	**	1,374,650
*	Fidelity Freedom 2020	Mutual fund	**	5,871,098
*	Fidelity Freedom 2025	Mutual fund	**	4,294,782
*	Fidelity Freedom 2030	Mutual fund	**	5,895,896
*	Fidelity Freedom 2035	Mutual fund	**	1,701,461
*	Fidelity Freedom 2040	Mutual fund	**	2,762,078
*	Fidelity Freedom 2045	Mutual fund	**	876,671
*	Fidelity Freedom 2050	Mutual fund	**	1,209,956
				120,944,145
	Fidelity Management Trust Company	Brokerage Link	**	3,728,665
*	Participant loans	Varying maturities with interest rates of 4.25% to 9.75%	**	1,344,777
	Total			\$ 141,270,194

* Denotes party-in-interest.

** Historical cost data is not required to be presented, as all investments are participant directed.



Financial Statements and Report of
Independent Certified Public Accountants

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

December 31, 2011 and 2010

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Contents

Report of Independent Certified Public Accountants	3
Financial Statements	
Statements of Net Assets Available for Benefits	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6–18
Supplementary Information	
Schedule H, Line 4i—Schedule of Assets (Held at End of Year)	20

Report of Independent Certified Public Accountants

Trustees
Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

We were engaged to audit the statements of net assets available for benefits of the Argon ST, Inc., 401(k) Profit Sharing Plan and Trust as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011, and the supplemental schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental 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 C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the trustee holds the certified Plan assets and executes the related transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011 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 express, and we do not express, an opinion on the accompanying financial statements and supplemental 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 supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental 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 established by the American Institute of Certified Public Accountants 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.



McLean, Virginia
July 19, 2012

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2011	2010
<i>Assets</i>		
Investments, at fair value	\$ 139,925,417	\$ 139,243,272
Receivables:		
Employer match contributions	491,494	401,738
Notes receivable from participants	1,344,777	1,328,398
Net assets available for benefit at fair value	141,761,688	140,973,408
Adjustment from fair value to contract value for common collective trust	(376,188)	(118,513)
Net Assets Available for Benefits	\$ 141,385,500	\$ 140,854,895

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

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Statement of Changes in Net Assets Available for Benefits

<i>Year Ended December 31,</i>	2011
Additions	
Investment income:	
Interest and dividends	\$ 3,312,464
Net decrease in fair value of investments	<u>(6,876,558)</u>
Total investment income	<u>(3,564,094)</u>
Interest income on notes receivable from participants	62,509
Contributions:	
Participant	7,216,336
Participant rollover	328,678
Employer match	<u>8,053,327</u>
Total contributions	<u>15,598,341</u>
Total Additions	<u>12,096,756</u>
Deductions	
Benefits paid to participants	11,544,738
Plan expenses	<u>21,413</u>
Total Deductions	<u>11,566,151</u>
Net Increase	530,605
Net Assets Available for Benefits, beginning of period	<u>140,854,895</u>
Net Assets Available for Benefits, end of period	<u>\$ 141,385,500</u>

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

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements

December 31, 2011 and 2010

NOTE A—PLAN DESCRIPTION

The following brief description of the Argon ST, Inc., 401(k) Profit Sharing Plan and Trust (the Plan), is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan was established January 1, 1995, to provide retirement benefits for eligible employees of the participating employer. The participating employer is Argon ST, Inc. (the Company). Effective January 1, 2000, the Plan entered into a tax-favored savings and trust agreement with Fidelity Management Trust Company (Fidelity).

On August 5, 2010, The Boeing Company (Boeing) acquired 100% of the common shares of Argon ST, Inc. As a wholly-owned subsidiary of Boeing, Argon will transition to the benefit plans of Boeing, including the Boeing Voluntary Investment Plan (VIP) 401(k), effective the first payroll on or after January 1, 2012, see Note M. The Plan was maintained separately until it was merged into the VIP, on June 14, 2012, see Note L. Prior to the merger into the VIP, participants had access to the Plan for investment fund transfers, loans and both regular and hardship withdrawals, but participants were not able to contribute to the Plan.

All employees of the employer are eligible to participate, except members of a collective bargaining unit where retirement benefits have been the subject of good faith bargaining, nonresident aliens who do not receive any earned income from the Company which constitutes United States earned income, leased employees and casual or temporary employees. Employees become eligible to participate on the date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may contribute a percentage of their pre-tax annual compensation as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified retirement plans. Effective April 1, 2007, participants also may choose a Roth deferral contribution on an after-tax basis.

The employer makes a non-discretionary matching contribution, subject to certain Plan limitations, in an amount equal to 100 percent of the participant's deferral, limited to six percent of the participant's eligible compensation. The employer matching contribution amounted to \$5,350,428 for the Plan year ended December 31, 2011. In addition, a safe harbor contribution equal to 3% of covered compensation is made to each eligible employee of the Company, regardless of the employees' participation in the Plan. The safe harbor contribution amounted to \$2,702,899 for the Plan year ended December 31, 2011. Each year the employer may also contribute to the Plan a discretionary profit sharing contribution in addition to any matching contributions. The Company did not make a discretionary profit sharing contribution for the Plan year ended December 31, 2011.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contributions, and (b) Plan earnings. Allocations to each participant account for the Company's discretionary profit sharing contribution is based on the ratio of their compensation for the plan year to the aggregate eligible compensation of all such participants in that year. Investment income or losses are allocated based on participants' account balances.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE A—PLAN DESCRIPTION—Continued

Investments

Upon enrollment in the Plan, a participant may direct employee contributions to various investment options, including among others, fixed income, capital appreciation, income and growth mutual funds, Argon ST common stock (no longer available following the acquisition of the Company by The Boeing Company), a common collective trust, as well as a self-directed brokerage account option. Fidelity is custodian of the funds. Participants may change their investment options daily.

Vesting

Participants are immediately vested in their contributions, rollover accounts and the Company's safe harbor contributions plus actual earnings thereon. Vesting in the remainder of the plan account is based on years of continuous service. A participant is 100 percent vested after five years of credited service.

Payment of Benefits

On termination of service, including separation due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount, or in annual installments. If the account balance is less than \$5,000, the distribution shall be paid in the form of a lump-sum benefit.

Notes Receivable from Participants

Loans to participants may be no less than \$1,000 and no greater than the lesser of \$50,000 or one-half of the participant's vested interest in his or her account. The period of repayment may not exceed five years, except for loans used to acquire, construct, or rehabilitate a dwelling unit used as a principal residence. All loans bear interest under a fixed rate determined by the Plan Administrator. Principal and interest are generally paid ratably through bi-weekly payroll deductions. Loans must be repaid prior to any participant (borrower) distribution.

NOTE B—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Method of Accounting

The Plan uses the accrual basis of accounting for the presentation of the financial statements.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE B—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—Continued

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note F for discussion of fair value measurements.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in the Managed Income Portfolio (MIP) which is a common collective trust that holds fully benefit-responsive investment contracts. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Use of Estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as revenue and expenses during the reporting period. Actual results could differ from those estimates.

Benefit Payments

Benefits are recorded when paid.

Risks and Uncertainties

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

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE B—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—Continued

Adoption of New Accounting Standards

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2010-06, *Fair Value Measurements and Disclosures*, which amends Accounting Standards Codification (ASC) 820 which clarifies existing disclosures and requires new disclosures about fair value measurements. The clarifications and the requirement to disclose the amounts and reasons for significant transfers between Level 1 and level 2 and significant transfers into and out of Level 3 of the fair value hierarchy are effective for periods beginning after December 15, 2009. The new requirement that purchases, sales, issuances, and settlements be presented gross in the Level 3 reconciliation is effective for fiscal years beginning after December 15, 2010 and for interim periods within those years, with early adoption permitted. Since this new guidance only amends the disclosure requirements, it will not have any impact on the Plan's statement of net assets or statement of changes in net assets.

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. This guidance amends the application of existing fair value measurement requirements, while other amendments change a particular principle in existing fair value measurement guidance. In addition, this guidance requires additional fair value disclosures, although certain of these new disclosures will not be required for nonpublic entities. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of the amended guidance will have on the Plan's financial statements.

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year's presentation.

NOTE C—INFORMATION CERTIFIED BY THE PLAN TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule are complete and accurate.

- Investments and participant loans receivable, as shown in the statements of net assets available for benefits as of December 31, 2011 and 2010.
- Investment income and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2011.
- Schedule of Assets (Held at End of Year) as of December 31, 2011.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE C—INFORMATION CERTIFIED BY THE PLAN TRUSTEE

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

The following presents investments that represent five percent or more of the Plan's net assets as of December 31, 2011 and 2010:

December 31,	2011	2010
Fidelity Capital Appreciation	\$ 9,174,427	\$ 9,846,180
Fidelity Contrafund	16,060,303	15,813,948
Artisan Mid Cap	10,182,921	9,745,446
Fidelity Diversified International	*	8,123,379
Fidelity Managed Income Portfolio	15,252,607	14,575,524
PIMCO Total Return	9,178,831	9,136,395

** Amounts did not exceed 5% of Plan assets at end of year.*

As of December 31, 2011, the Plan was invested in a common collective trust, Fidelity's Managed Income Portfolio, which owns fully benefit-responsive investment contracts. The Plan's interest in the Fidelity Managed Income Portfolio is calculated by applying the Plan's ownership percentage in the Fidelity Managed Income Portfolio to the total fair value of such fund.

For the year ended December 31, 2011, the Plan's investments decreased in value by \$6,876,558 as follows:

Registered Investment Companies	\$ (7,125,181)
Other	248,623
	<u>\$ 6,876,558</u>

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE D—ADMINISTRATIVE EXPENSES

The Company absorbs substantially all of the Plan recordkeeping and administrative expenses. Expenses incurred and paid for by the Plan for the Plan year ended December 31, 2011 were \$21,413.

NOTE E—INCOME TAX STATUS

The Company adopted a prototype plan offered through Fidelity. The prototype plan was approved by the Internal Revenue Service (IRS) as acceptable under Section 401(a) of the Internal Revenue Code (IRC), for use by employers for the benefit of their employees. Argon ST did not request its own determination letter and believes the plan is designed and being operated in accordance 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 not would not be sustained upon examination by the IRS. The Company has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 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 Company believes it is no longer subject to income tax examinations for years prior to 2008.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE F—FAIR VALUE MEASUREMENTS

FASB ASC 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value and expands disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Level 1: Quoted prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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. There have been no changes in the methodologies used at December 31, 2011 and 2010.

The following is a description of the valuation methodologies and inputs used for assets and liabilities measured at fair value.

Common stocks and U.S. government securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Registered Investment Companies and Common Collective Trust: Valued at the net asset value of shares held by the Plan at year end.

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.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE F—FAIR VALUE MEASUREMENTS—Continued

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011 and 2010:

	Assets at Fair Value as of December 31, 2011			
	Level 1	Level 2	Level 3	Total
Interest-bearing Cash	\$ 1,253,967	\$ —	\$ —	\$ 1,253,967
Registered Investment Companies:				
Balanced	31,263,861	—	—	31,263,861
Fixed Income	9,738,386	—	—	9,738,386
Growth	68,167,280	—	—	68,167,280
Income	4,029,102	—	—	4,029,102
Index	7,163,307	—	—	7,163,307
Other	1,176,315	—	—	1,176,315
Total	121,538,251	—	—	121,538,251
Non-employer Common Stock:				
Basic Materials	600,712	—	—	600,712
Consumer Goods	222,011	—	—	222,011
Technology	281,677	—	—	281,677
Financial	474,786	—	—	474,786
Other	284,441	—	—	284,441
Total	1,863,627	—	—	1,863,627
Common Collective Trusts	—		15,252,607	15,252,607
U.S. Government Securities	—	16,965	—	16,965
Total Assets	\$ 124,655,845	\$ 16,965	\$ 15,252,607	\$ 139,925,417

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE F—FAIR VALUE MEASUREMENTS—Continued

	Assets at Fair Value as of December 31, 2010			
	Level 1	Level 2	Level 3	Total
Interest-bearing Cash	\$ 1,123,546	\$ —	\$ —	\$ 1,123,546
Registered Investment Companies:				
Balanced	30,120,126	—	—	30,120,126
Fixed Income	9,450,519	—	—	9,450,519
Growth	70,535,383	—	—	70,535,383
Income	3,439,958	—	—	3,439,958
Index	6,795,078	—	—	6,795,078
Other	1,403,565	—	—	1,403,565
Total	121,744,629	—	—	121,744,629
Argon ST Common Stock	—	—	—	—
Non-employer Common Stock:				
Basic Materials	801,870	—	—	801,870
Consumer Goods	187,564	—	—	187,564
Technology	184,809	—	—	184,809
Financial	319,671	—	—	319,671
Other	263,194	—	—	263,194
Total	1,757,108	—	—	1,757,108
Common Collective Trusts	—		14,575,524	14,575,524
U.S. Government Securities	—	32,422	—	32,422
Other Investments	—	10,043	—	10,043
Total Assets	\$ 124,625,283	\$ 42,465	\$ 14,575,524	\$ 139,243,272

The following is a summary of the activity within Level 3 investments for the year ended December 31, 2011:

	Managed Income Portfolio
Balance, beginning of year	\$ 14,575,524
Interest income	190,277
Adjustment from contract value to fair value	257,675
Purchases	5,644,676
Sales	(5,415,545)
Balance, end of year	\$ 15,252,607

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE F—FAIR VALUE MEASUREMENTS—Continued

In accordance with the fair value measurements and disclosures guidance, the following table presents the category, fair value, redemption frequency and redemption notice period for Plan investments, the fair values of which are estimated using the NAV per share as of December 31, 2011 and 2010:

	Fair Value 2011	Fair Value 2010	Unfunded Commitments	Expected Liquidation Term	Redemption Terms	Redemption Restrictions
Fidelity Managed Income Portfolio ^(a)	\$ 15,252,607	\$ 14,575,524	\$ —	—	See Note G	See Note G

^(a) The investment objective of the Managed Income Portfolio (MIP) is to seek the preservation of capital and to provide a competitive level of income over time that is consistent with the preservation of capital.

NOTE G—COMMON COLLECTIVE TRUST

Beginning with the Plan year ended December 31, 2009, the Plan has been applying the practical expedient to its investment in the MIP, a common collective trust fund. Units are issued and redeemed daily at the MIP's constant NAV of \$1 per unit. The MIP allows for daily liquidity with no additional days notice required for redemption. It is the policy of the MIP to use its best efforts to maintain a stable NAV of \$1 per unit, although there is no guarantee that the MIP will be able to maintain this value.

Participants ordinarily may direct the withdrawal or transfer of all or a portion of their investment in the MIP at contract value. Contract value represents contributions made to the MIP, plus earnings, less participant withdrawals and administrative expenses. The MIP imposes certain restrictions on the Plan, and the MIP itself may be subject to circumstances that impact its ability to transact at contract value, as described in the following paragraphs.

The MIP invests in assets (typically fixed income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enters into "wrapper" contracts issued by third parties and invests in cash equivalents represented by shares in a money market fund. A wrap contract is an agreement by another party, such as a bank or insurance company, to make payments to the MIP in certain circumstances. Wrap contracts are designed to allow a stable value portfolio to maintain a constant NAV and protect a portfolio in extreme circumstances. In a typical wrap contract, the wrap issuer agrees to pay a portfolio the difference between the contract value and the market value of the underlying assets once the market value has been totally exhausted.

Fidelity seeks to minimize the exposure of the MIP to wrap credit risk through, among other means, diversification of the wrap contracts across an approved group of issuers. The MIP is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets that are not otherwise invested in money market funds. The MIP is presented in the statements of net assets available for benefits at fair value with an adjustment to contract value.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE G—COMMON COLLECTIVE TRUST—Continued

The contract value of the investment as of December 31, 2011 and 2010 was \$14,876,419 and \$14,457,011, respectively. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuers of the underlying wrap contracts, but it may not be less than zero percent. Crediting rates are reset monthly. For the years ended December 31, 2011 and 2010, the average yield based on actual earnings was 1.92% and 2.68%, respectively, and on the interest rate credited to participants was 1.39% and 1.44%, respectively.

The following events may limit the ability of the Plan to transact at contract value:

- The Plan's failure to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.
- Any communication given to Plan participants designed to influence a participant not to invest in the MIP or to transfer assets out of the MIP.
- Any change in law, regulation or administrative ruling applicable to the Plan that could have a material adverse effect on the MIP's cash flow.
- Any transfer of assets from the MIP directly into a competing investment option.
- The establishment of a defined contribution plan that competes with the Plan for employee contributions.
- Complete or partial termination of the Plan or its merger with another plan. Any substantive modifications of the MIP or the administration of the MIP that is not consented to by the wrap issuer.
- Any change in law, regulation or administrative ruling applicable to a plan investing in the MIP that could have a material adverse effect on the MIP's cash flow.

Plan management believes the occurrence of events that would cause the MIP to transact at less than contract value is not probable.

The MIP is unlikely to maintain a stable NAV if, for any reason, it cannot obtain or maintain wrap contracts covering all of its underlying assets. This could result from the MIP's inability to promptly find a replacement wrap contract following termination of a wrap contract. The MIP's ability to receive amounts due pursuant to these wrap contracts is dependent on the third-party issuer's ability to meet their financial obligations. The wrap issuer's ability to meet its contractual obligations under the wrap contracts may be affected by future economic and regulatory developments. In the event that wrap contracts fail to perform as intended, the MIP's NAV may decline if the market value of its assets declines.

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE H—TERMINATION

On June 14, 2012, all Plan assets were transferred to the Boeing Voluntary Investment Plan (VIP) 401(k) (Note L).

NOTE I—FORFEITURES

At December 31, 2011 and 2010, forfeited non-vested accounts totaled \$25,893 and \$46,133, respectively. These accounts will be used to reduce future employer contributions. For the year ended December 31, 2011, employer contributions were reduced by \$293,722 from forfeited nonvested accounts.

NOTE J—RECONCILIATION TO FORM 5500

Form 5500 reports Plan assets on a cash basis; accounting principles generally accepted in the United States of America use the accrual basis. A reconciliation of net assets available for Plan benefits according to the financial statements and Form 5500 follows:

<i>December 31,</i>	2011	2010
Net assets available for benefits, financial statements	\$ 141,385,500	\$ 140,854,895
Less: contributions receivable	(491,494)	(401,738)
Fair value adjustment for common collective trust	376,188	118,513
Net assets available for Plan benefits, Form 5500	\$ 141,270,194	\$ 140,571,670

The following is a reconciliation of changes in net assets per the financial statements to the Form 5500:

<i>Year ended December 31, 2011</i>	
Change in net assets, financial statements	\$ 530,605
Add: contributions receivable, beginning of year	401,738
Less: contributions receivable, end of year	(491,494)
Add: fair value adjustment for common collective trust	257,675
Net income, Form 5500	\$ 698,524

Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Notes to Financial Statements—Continued

December 31, 2011 and 2010

NOTE K—RELATED PARTY TRANSACTIONS

On August 5, 2010, the Boeing Company acquired 100 percent of the outstanding shares of Argon ST, Inc., including shares held by the Plan. As a result, at December 31, 2011 and 2010, the Plan held no shares of Argon ST common stock.

The Plan has not considered Argon ST contributions to the Plan, or benefits accrued or paid by the Plan, for participants as party-in-interest transactions.

Certain Plan investments are managed by Fidelity Management Trust Company, the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest.

Fees paid during the year by the Plan sponsor for legal, accounting, and other professional services rendered by parties-in-interest were based on customary and reasonable rates for such services.

The Plan sponsor provides to the Plan certain accounting and administrative services for which no fees are charged.

NOTE L—SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 19, 2012, the date the financial statements were available to be issued. As stated in Note A, on June 14, 2012, 1,397 participant accounts, representing \$128,975,305 of Plan assets, were transferred to the Boeing Voluntary Investment Plan. . The Plan is not aware of any additional subsequent events which would require recognition or disclosure in the accompanying financial statements.

Supplemental Information



Argon ST, Inc., 401(k) Profit Sharing Plan and Trust

Schedule of Assets (Held at End of Year)

EIN: 38-1873250

Plan #003

December 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Fidelity Managed Income Portfolio	Common collective trust	\$	\$
			15,252,607	
	Pimco Total Return Admin	Mutual fund	**	9,178,831
	Investors High Yield Institutional	Mutual fund	**	451,543
	RS Emerging Markets	Mutual fund	**	481,276
	Artisan Mid Cap Inv	Mutual fund	**	10,182,921
	Oakmark Equity & Income	Mutual fund	**	5,559,884
	Royce Low Price Stock	Mutual fund	**	3,518,731
	Ivk Growth & Income	Mutual fund	**	4,419,189
	Lord Abnett Midcpval	Mutual fund	**	1,809,933
	NB International Fund Trust	Mutual fund	**	1,299,749
*	Fidelity Stock Select Small Cap	Mutual fund	**	1,171,612
*	Fidelity Strategic Income	Mutual fund	**	3,627,336
*	Fidelity Small Cap Discovery	Mutual fund	**	1,875,121
	Spartan Ext Market Index Inv	Mutual fund	**	782,603
	Spartan International Index Inv	Mutual fund	**	526,566
	Spartan 500 Index Inv	Mutual fund	**	5,802,768
*	Fidelity Small Cap Value	Mutual fund	**	485,826
*	Fidelity Capital Appreciation	Mutual fund	**	9,174,427
*	Fidelity Contrafund	Mutual fund	**	16,060,303
*	Fidelity Diversified International	Mutual fund	**	6,658,279
*	Fidelity Leveraged Company Stock	Mutual fund	**	5,459,507
*	Fidelity Low Priced Stock	Mutual fund	**	4,337,681
*	Fidelity Value Strategies	Mutual fund	**	2,105,395
*	Fidelity Freedom Income	Mutual fund	**	393,727
*	Fidelity Freedom 2000	Mutual fund	**	204,861
*	Fidelity Freedom 2005	Mutual fund	**	410,694
*	Fidelity Freedom 2010	Mutual fund	**	978,790
*	Fidelity Freedom 2015	Mutual fund	**	1,374,650
*	Fidelity Freedom 2020	Mutual fund	**	5,871,098
*	Fidelity Freedom 2025	Mutual fund	**	4,294,782
*	Fidelity Freedom 2030	Mutual fund	**	5,895,896
*	Fidelity Freedom 2035	Mutual fund	**	1,701,461
*	Fidelity Freedom 2040	Mutual fund	**	2,762,078
*	Fidelity Freedom 2045	Mutual fund	**	876,671
*	Fidelity Freedom 2050	Mutual fund	**	1,209,956
				120,944,145
	Fidelity Management Trust Company	Brokerage Link	**	3,728,665
*	Participant loans	Varying maturities with interest rates of 4.25% to 9.75%	**	1,344,777
	Total			\$ 141,270,194

* Denotes party-in-interest.

** Historical cost data is not required to be presented, as all investments are participant directed.