

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>SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES</u>	1b Three-digit plan number (PN) ► <u>002</u> 1c Effective date of plan <u>01/01/1989</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.</u> <u>1400 CORPORATE CENTER WAY</u> <u>WELLINGTON, FL 33414</u>	2b Employer Identification Number (EIN) <u>06-1209796</u> 2c Sponsor's telephone number <u>561-791-5000</u> 2d Business code (see instructions) <u>326200</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>10/08/2012</u>	<u>NORRIS POWELL</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/08/2012</u>	<u>NORRIS POWELL</u>
	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") B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC. 1400 CORPORATE CENTER WAY WELLINGTON, FL 33414	3b Administrator's EIN 06-1209796 3c Administrator's telephone number 561-791-5000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	154
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	73
b Retired or separated participants receiving benefits.....	6b	60
c Other retired or separated participants entitled to future benefits.....	6c	21
d Subtotal. Add lines 6a , 6b , and 6c	6d	154
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	6
f Total. Add lines 6d and 6e	6f	160
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1B 1G

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

A Name of plan <u>SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>06-1209796</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>	
2 Assets:	
a Market value	2a <u>2284969</u>
b Actuarial value	2b <u>2284969</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment	3a <u>63</u> (1) Number of participants <u>1457125</u> (2) Funding Target
b For terminated vested participants	3b <u>20</u> <u>217494</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>0</u>
(2) Vested benefits	3c(2) <u>1612615</u>
(3) Total active	3c(3) <u>71</u> <u>1612615</u>
d Total	3d <u>154</u> <u>3287234</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.09 %</u>
6 Target normal cost	6 <u>97199</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/04/2012</u>
Signature of actuary	Date
<u>MILDRED J. STALLWORTH</u>	<u>11-01390</u>
Type or print name of actuary	Most recent enrollment number
<u>USI CONSULTING GROUP</u>	<u>212-878-0404</u>
Firm name	Telephone number (including area code)
<u>470 PARK AVENUE SOUTH, 5TH FLOOR</u> <u>NEW YORK, NY 10016</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>12.54</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.63</u> % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	69.51 %
15	Adjusted funding target attainment percentage	15	69.51 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	67.65 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	69.51 %

Part IV		Contributions and liquidity shortfalls	
18 Contributions made to the plan for the plan year by employer(s) and employees:			
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	
04/11/2011	57675		
07/13/2011	57675		
10/12/2011	57675		
01/12/2012	57675		
07/12/2012	68928		
Totals ▶		18(b)	299628
		18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 284969
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

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

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

21 Discount rate:				
a Segment rates:	1st segment: 3.37%	2nd segment: 6.04%	3rd segment: 6.49 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 64
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	97199	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	1002265	187110	
	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	284309	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	284309	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	284969	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	660	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 06-1209796	

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

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(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)

WILMINGTON TRUST FIDUCIARY SERVICES

65-1214236

(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?
26	NONE	14636	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 ☐

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: MCGLADREY PULLEN,LLP	b EIN: 42-0714325
c Position: AUDITORS	
d Address: MCGLADREY PULLEN,LLP 1555 PALM BEACH LAKES BLVD., SUITE WEST PALM BEACH, FL 33401-2348	e Telephone: 561-697-1785

Explanation: PLAN SPONSOR PERIODICALLY CHANGES AUDITORS

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>06-1209796</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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WTFSC-LARGE COMPANY VALUE</u>		
b Name of sponsor of entity listed in (a): <u>WT FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>26-3783374-907</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>222925</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WTFSC- INTERMEDIATE FIXED INCOME</u>		
b Name of sponsor of entity listed in (a): <u>WT FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>26-3783383-908</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>308998</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WTFSC- OVERSEAS EQUITY</u>		
b Name of sponsor of entity listed in (a): <u>WT FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>26-3783687-920</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>183587</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WTFSC- STRATEGIC BOND</u>		
b Name of sponsor of entity listed in (a): <u>WT FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>26-3783650-914</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>288605</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WTFSC- S & P 500 INDEX</u>		
b Name of sponsor of entity listed in (a): <u>WT FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>26-3783703-921</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>220530</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WTFSC- MID-CAP GROWTH</u>		
b Name of sponsor of entity listed in (a): <u>WT FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>26-3783748-929</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>71904</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WTFSC-LARGE CO DOMESTIC GROWTH</u>		
b Name of sponsor of entity listed in (a): <u>WT FIDUCIARY TRUST COMPANY</u>		
c EIN-PN <u>26-3783775-932</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>193189</u>

a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC- MID-CAP FUNDAMENTAL VALUE**b** Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN 26-3783919-945	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 74612
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a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC- SHORT DURATION**b** Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN 26-3783890-941	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 306904
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a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC- MONEY MARKET PORTFOLIO**b** Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN 26-3783342-903	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 131143
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a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC- SMALL COMPANY VALUE PORTFOLI**b** Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN 26-3783724-926	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 74776
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a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC- SMALL COMPANY GROWTH PORTFOL**b** Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN 26-3783319-901	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 75903
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a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC-INTERNATIONAL EQUITY GROWTH**b** Name of sponsor of entity listed in (a): WT FIDUCIARY TRUST COMPANY

c EIN-PN 26-3783561-911	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 162098
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.	D Employer Identification Number (EIN) 06-1209796	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	140643	126603
(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)	4714	3369
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	2144679	2315175
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2290036	2445147

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	2290036	2445147
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	299628	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		299628
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		8
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	129	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		129
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		19163
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		318928

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	149181	
(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)		149181
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	14636	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		14636
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		163817

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		155111
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: DELOITTE & TOUCHE LLP

(2) EIN: 13-3891517

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		10000000
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>SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>B/E AEROSPACE, INC. DBA SMR TECHNOLOGIES, INC.</u>	D Employer Identification Number (EIN) <u>06-1209796</u>

Part I	Distributions
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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>26-3523944</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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): _____

EIN: 06-1209796

PN: 002

Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees

Plan Year: 01/01/2011- 12/31/2011

Schedule H, Part III

SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees

Employer ID No: 06-1209796
Plan Number: 002

Financial Statements as of and for the
Years Ended December 31, 2011 and 2010,
Supplemental Schedule as of December 31, 2011, and
Independent Auditors' Report

**SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES**

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable	

INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of
SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Wellington, Florida

We have audited the accompanying financial statements of SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees (the "Plan") as of December 31, 2011, and for the year then ended, listed in the Table of Contents. These financial statements are the responsibility of the Plan's management. Other auditors were engaged to audit the financial statements of the Plan as of December 31, 2010, and for the year then ended, and due to the same type of scope limitation described in the succeeding paragraph, their report, dated August 22, 2011, disclaimed an opinion on those statements.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Wilmington Trust, the trustee of the Plan, except for comparing the information with the related information included in the 2011 financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee that the information as of and for the year ended December 31, 2011 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 2011 financial statements and supplemental schedule. 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 2011 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte & Touche LLP

September 28, 2012

SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS:		
Investments — at fair value	\$2,315,175	\$2,144,679
Receivables — contribution receivable from employer	126,603	140,643
Cash	<u>3,369</u>	<u>4,714</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$2,445,147</u>	<u>\$2,290,036</u>

See notes to financial statements.

SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS:		
Employer contributions	\$ 299,628	\$ 247,077
Investment income:		
Net appreciation in fair value of investments	19,163	240,727
Interest and dividends	137	164
Total investment income	19,300	240,891
Total additions	318,928	487,968
DEDUCTIONS:		
Benefits paid directly to participants	149,181	131,967
Administrative expenses	14,636	12,922
Total deductions	163,817	144,889
NET INCREASE	155,111	343,079
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	2,290,036	1,946,957
End of year	\$2,445,147	\$2,290,036

See notes to financial statements.

SMR TECHNOLOGIES, INC. DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

NOTES TO FINANCIAL STATEMENTS AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

1. DESCRIPTION OF THE PLAN

The following description of the SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's information.

General — The Plan is a defined benefit pension plan covering full-time hourly employees of SMR Technologies, Inc. (the "Company") that are members of Local Union No. 874, United Steel Workers of America, pursuant to the Collective Bargaining Agreement between the Company and Local Union No. 874 effective June 5, 1997. The Compensation Committee of the Company controls and manages the operation and administration of the Plan. Wilmington Trust (the "Trustee") serves as the trustee of the Plan, and together with several investment managers, manages the Plan's investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The amount of the Company's contribution is recommended by the Plan's actuary and is designed both to fund normal costs on a current basis and to amortize credits and charges arising from Plan amendments over 30 years.

Pension Benefits — At normal retirement age of 65, a participant with five or more years of credited service, or currently employed at age 65, is entitled to a monthly pension benefit equal to a specified factor multiplied by the participant's years of benefit service. Years of benefit service start with the later of the participant's date of hire or January 1, 1989.

The Plan allows a participant with 10 or more years of credited service to elect early retirement at any time between ages 55 to 64.

Participants with five or more years of credited service who become disabled receive a monthly pension of the applicable benefit rate multiplied by the years of benefit service.

Retirement benefits are normally payable in the form of a single-life annuity with a five-year term certain for an unmarried participant and a reduced qualified joint and survivor annuity for a married participant.

Effective January 1, 2009, the Plan was amended and restated so that a non spouse beneficiary may elect to rollover an eligible distribution into an individual retirement account or annuity under the Internal Revenue Code section 408(a) and 408(b), respectively.

Death Benefits — Participants with a surviving spouse may be eligible for a Qualified Preretirement Survivor Annuity. Unless an optional form of benefit was selected, if the participant dies after the earliest retirement age of 55, the spouse would receive the same benefit as if the participant retired the day prior to death. If the participant dies on or before age 55, the spouse will receive the same benefit as if the participant had:

- a. Separated from service on the earlier of the actual time of separation or the date of death,
- b. Survived to the earliest retirement age,

- c. Retired with an immediate joint and survivor annuity at the earliest retirement age, and
- d. Died on the day after age 55.

The spouse can elect to receive payment the month after the deceased would have reached age 55. If no such election was made, payments will commence at the time the deceased would have reached the later of the normal retirement age, or age 62, or later, if the spouse elects. However, distributions must begin before the later of:

- a. December 31 of the calendar year immediately following the calendar year of death, or
- b. December 31 of the calendar year in which the deceased would have reached age 70½.

For unmarried participants who die following retirement, the benefit would be payable to the designated beneficiary in accordance with the same provisions as described above, except that the requirement that distributions commence within one calendar year of death does not apply.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

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

Risks and Uncertainties — The Plan utilizes collective trust funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit risk and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — Investments are stated at fair value. Fair value of a financial instrument is the amount 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 5 for description of valuation methods.

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 includes the Plan’s gains and losses on investments bought and sold as well as held during the year.

Management fees and operating expenses charged to the Plan for investments in the common collective trust funds (“CCTs”) are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

Payment of Benefits — Benefit payments to participants are recorded upon distribution.

Administrative Expenses — Administrative expenses of the Plan are paid either by the Plan or by the Company as provided in the Plan document.

Subsequent Events — Subsequent events were evaluated through September 28, 2012, the date the financial statements were available to be issued.

New Accounting Standards — The accounting standard initially adopted in 2011 is described below.

ASU No. 2010-06 — In January 2010, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2010-06, *Fair Value Measurements and Disclosures*, which amends Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements and Disclosures*, adding a new disclosure requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis. This requirement was effective for fiscal years beginning after December 15, 2010. The adoption of ASU 2010 – 06 on January 1, 2011 did not materially affect the Plan’s financial statements.

New Accounting Standards Not Yet Effective

ASU No. 2011-04 — In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820. ASU 2011-04 requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, ASU 2011-04 provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. ASU 2011-04 requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The adoption of ASU 2011-04 is not expected to have a material effect on the Plan’s financial statements. Plan management has not determined the impact on the disclosures in the financial statements.

3. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company’s funding policy is to make cash contributions to the Plan in amounts as determined by the Plan’s independent actuary. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2011 and 2010. The Company’s funding contribution for 2011 and 2010 was \$299,628 and \$247,077, respectively.

The Pension Protection Act of 2006, as amended, imposes certain benefit limitations for qualified defined benefit plans that do not meet certain funding thresholds. The calculation of a plan's funded status is generally based on the ratio of the plan's assets to the actuarial present value of accrued benefits and is referred to as the Adjusted Funding Target Attainment Percentage ("AFTAP"). The potential limitations are summarized as follows:

AFTAP	Benefit Limitations
80% or higher	No limitations, but Plan amendments that would increase benefits cannot take effect if the increased benefits would reduce the ratio below 80%
60% to 80%	Lump sum and other accelerated forms of benefit payments are partially restricted and the Plan is prohibited from increasing benefits unless the benefit increase is funded prior to the effective date of the change
Below 60%	Lump sum and other accelerated forms of benefit payments are prohibited and participant benefits are frozen

The AFTAP for the Plan was 69.51% and 67.6% for 2011 and 2010, respectively, and has been certified at 66.23% for 2012. Because the Plan's AFTAP is between 60% to 80%, it is subject to certain limitations as noted above. The Plans' actuary has determined that the Plan is not at-risk for the 2011 Plan year and the at-risk assumptions do not apply.

4. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the services employees have rendered as of the valuation date. Accumulated plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary. The amount results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The effect of Plan amendments on accumulated plan benefits is recognized during the year in which such amendments are adopted. During 2011, there were no amendments to the Plan which resulted in a change in actuarial assumptions.

The actuarial present value of accumulated plan benefits as of December 31, 2011 and 2010 (as calculated by the Plan's actuary as of January 1, 2012 and 2011), is as follows:

	2011	2010
Vested benefits:		
Participants currently receiving payments	\$ 1,385,501	\$ 1,295,150
Other participants	<u>1,560,658</u>	<u>1,547,571</u>
Total vested benefits	2,946,159	2,842,721
Nonvested benefits	<u>3,903</u>	<u>-</u>
Total actuarial present value of accumulated benefits	<u>\$2,950,062</u>	<u>\$2,842,721</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the years ended December 31, 2011 and 2010 (as calculated by the Plan's actuary for the years ended January 1, 2012 and 2011), are as follows:

	2011	2010
Actuarial present value of accumulated plan benefits — beginning of year	<u>\$2,842,721</u>	<u>\$2,676,814</u>
Increase (decrease) during year attributable to:		
Benefits accumulated	62,753	115,116
Benefits paid	(149,181)	(131,967)
Interest due to the decrease in discount period	<u>193,769</u>	<u>182,758</u>
Net increase	<u>107,341</u>	<u>165,907</u>
Actuarial present value of accumulated benefits — end of year	<u>\$2,950,062</u>	<u>\$2,842,721</u>

The significant actuarial assumptions used in the January 1, 2012 and 2011 valuations were: life expectancy of participants and disabled mortality rates (the RP-2000 Pre and Post Retirement Mortality Table was used for 2012 and 2011), retirement age assumptions (the assumed average retirement age was 64 in 2012 and 2011) and investment return. The 2012 and 2011 valuations included assumed average rates of return on investments of 7%.

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

5. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to

securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The Plan's policy is to recognize significant transfers between levels at the actual date of the event or change in circumstances that caused the transfer.

Asset Valuation Techniques — 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.

Investments in CCTs are valued based upon the redemption price of units held by the Plan, which is based on the current fair value of the collective trust fund's underlying assets. Unit values are determined by the financial institution sponsoring such funds by dividing the fund's net assets at fair value by its units outstanding at the valuation dates. Investments in collective trust funds are categorized as Level 2.

The following tables set forth by level within the fair value hierarchy a summary of the Plan's investments measured at fair value on a recurring basis at December 31, 2011 and 2010.

Fair Value Measurements at December 31, 2011				
	Level 1	Level 2	Level 3	Total
Common collective trust funds:				
Fixed income funds	\$ -	\$ 1,035,650	\$ -	\$ 1,035,650
Value funds	-	555,900	-	555,900
Growth funds	-	503,095	-	503,095
Index funds	-	220,530	-	220,530
	<u>\$ -</u>	<u>\$ 2,315,175</u>	<u>\$ -</u>	<u>\$ 2,315,175</u>
Fair Value Measurements at December 31, 2010				
	Level 1	Level 2	Level 3	Total
Common collective trust funds:				
Fixed income funds	\$ -	\$ 899,483	\$ -	\$ 899,483
Value funds	-	527,253	-	527,253
Growth funds	-	510,126	-	510,126
Index funds	-	207,817	-	207,817
	<u>\$ -</u>	<u>\$ 2,144,679</u>	<u>\$ -</u>	<u>\$ 2,144,679</u>

For the year ended December 31, 2011 and 2010, there were no significant transfers in or out of Levels 1, 2, or 3.

6. INVESTMENTS

The following is a summary of the unaudited information as of and for the years ended December 31, 2011 and 2010, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by Wilmington Trust, the Plan's trustee, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that information

provided to the Plan administrator by the trustee as of December 31, 2011 and 2010, and for the years then ended, related to the following assets and activity is complete and accurate.

Investments as of December 31, 2011, at cost and fair value, respectively:

	Cost	Fair Value	
Fixed income — CCT funds:			
Wilmington Trust Intermediate Fixed Income Portfolio	\$ 265,122	\$ 308,998	*
Wilmington Trust Short Duration Portfolio	273,556	306,904	*
Wilmington Trust Strategic Bond Portfolio	234,378	288,605	*
Wilmington Trust Money Market Portfolio	<u>131,143</u>	<u>131,143</u>	*
Total CCT funds — fixed income	<u>904,199</u>	<u>1,035,650</u>	
Equities — CCT funds:			
Wilmington Trust Large Company Value Portfolio	192,089	222,925	*
Wilmington Trust S&P 500 Index Portfolio	190,431	220,530	*
Wilmington Trust Large Company Domestic Growth Portfolio	159,133	193,189	*
Wilmington Trust Overseas Equity Portfolio	183,081	183,587	*
Wilmington Trust International Growth Portfolio	151,061	162,099	*
Wilmington Trust Small Company Growth Portfolio	47,734	75,903	
Wilmington Trust Small Company Value Portfolio	55,249	74,776	
Wilmington Trust Mid-Cap Fundamental Value Portfolio	59,574	74,612	
Wilmington Trust Mid-Cap Growth Portfolio	<u>52,773</u>	<u>71,904</u>	
Total CCT funds — equities	<u>1,091,125</u>	<u>1,279,525</u>	
Total investments	<u>\$ 1,995,324</u>	<u>\$ 2,315,175</u>	

* Fair value of the investments representing 5% or more of the net assets available for benefits as of December 31, 2011.

Investments as of December 31, 2010, at cost and fair value, respectively:

	Cost	Fair Value	
Fixed income — CCT funds:			
Wilmington Trust Short Duration Portfolio	\$ 233,561	\$ 265,890	*
Wilmington Trust Intermediate Fixed Income Portfolio	224,306	265,065	*
Wilmington Trust Strategic Bond Portfolio	209,957	256,049	*
Wilmington Trust Money Market Portfolio	<u>112,479</u>	<u>112,479</u>	*
Total CCT funds — fixed income	<u>780,303</u>	<u>899,483</u>	
Equities — CCT funds:			
Wilmington Trust S&P 500 Index Portfolio	188,777	207,816	*
Wilmington Trust Large Company Value Portfolio	175,066	207,774	*
Wilmington Trust Overseas Equity Portfolio	160,374	179,419	*
Wilmington Trust Large Company Domestic Growth Portfolio	150,581	191,858	*
Wilmington Trust International Growth Portfolio	135,552	167,589	*
Wilmington Trust Mid-Cap Fundamental Value Portfolio	54,295	70,435	
Wilmington Trust Mid-Cap Growth Portfolio	51,415	72,006	
Wilmington Trust Small Company Value Portfolio	51,228	69,626	
Wilmington Trust Small Company Growth Portfolio	<u>48,526</u>	<u>78,673</u>	
Total CCT funds — equities	<u>1,015,814</u>	<u>1,245,196</u>	
Total investments	<u>\$ 1,796,117</u>	<u>\$ 2,144,679</u>	

* Fair value of the investments representing 5% or more of the net assets available for benefits as of December 31, 2010.

As of December 31, 2011 and 2010, the trustee also certified \$3,369 and \$4,714, respectively, of cash held by the Plan as complete and accurate.

During the year ended December 31, 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

Net appreciation in fair value of investments -	
Wilmington Trust collective trust funds:	
Short Duration Portfolio	\$ 8,623
Intermediate Fixed Income Portfolio	16,697
Strategic Bond Portfolio	17,355
S&P 500 Index Portfolio	6,311
Large Company Value Portfolio	3,407
Overseas Equity Portfolio	(17,040)
Large Company Domestic Growth Portfolio	(1,813)
International Growth Portfolio	(21,755)
Mid-Cap Fundamental Value Portfolio	(380)
Mid-Cap Growth Portfolio	2,097
Small Company Value Portfolio	2,938
Small Company Growth Portfolio	<u>2,723</u>
	<u>\$ 19,163</u>
Interest and dividends	\$ 137

Investment activity for the year ended December 31, 2010 was certified as follows:

Interest and dividends	\$ 164
Net appreciation in fair value of CCTs	240,727

Supplemental schedule: All investment balances and information included in the supplemental schedule of assets (held at end of year).

Notes 5 and 6: All investment balances and investment information, excluding the classification of investments in Note 5.

7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

All investments are units of CCTs managed by Wilmington Trust. Wilmington Trust is the trustee, as defined by the Plan and, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund. Fees paid by the Plan for custodial and investment management services for the years ended December 31, 2011 and 2010 were \$14,636 and \$12,922, respectively.

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated September 16, 2010, that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. However, the Company and Plan management believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC, and the Plan continues to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

9. PLAN TERMINATION

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

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

* * * * *

SUPPLEMENTAL SCHEDULE

SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

EMPLOYER IDENTIFICATION NUMBER: 06-1209796
PLAN NUMBER: 002

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, or Maturity Value	(d) Cost	(e) Current Value
		Fixed income — CCT funds:		
*	Wilmington Trust	Intermediate Fixed Income Portfolio	\$ 265,122	\$ 308,998
*	Wilmington Trust	Short Duration Portfolio	273,556	306,904
*	Wilmington Trust	Strategic Bond Portfolio	234,378	288,605
*	Wilmington Trust	Money Market Portfolio	<u>131,143</u>	<u>131,143</u>
		Total CCT funds — fixed income	<u>904,199</u>	<u>1,035,650</u>
		Equities — CCT funds:		
*	Wilmington Trust	Large Company Value Portfolio	192,089	222,925
*	Wilmington Trust	S&P 500 Index Portfolio	190,431	220,530
*	Wilmington Trust	Large Company Domestic Growth Portfolio	159,133	193,189
*	Wilmington Trust	Overseas Equity Portfolio	183,081	183,587
*	Wilmington Trust	International Growth Portfolio	151,061	162,099
*	Wilmington Trust	Small Company Growth Portfolio	47,734	75,903
*	Wilmington Trust	Small Company Value Portfolio	55,249	74,776
*	Wilmington Trust	Mid-Cap Fundamental Value Portfolio	59,574	74,612
*	Wilmington Trust	Mid-Cap Growth Portfolio	<u>52,773</u>	<u>71,904</u>
		Total CCT funds — equities	<u>1,091,125</u>	<u>1,279,525</u>
		Total investments	<u>\$1,995,324</u>	<u>\$2,315,175</u>

* Indicates party-in-interest to the Plan.

See accompanying independent auditors' report.

SCHEDULE SB (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>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

► Round off amounts to nearest dollar.

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

A Name of plan SMR TECHNOLOGIES, INC. DB PENSION PLAN FOR UNION EES	B Three-digit plan number (PN) <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF B/E AEROSPACE, INC.	D Employer Identification Number (EIN) 06-1209796
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500	

Part I Basic Information

1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2011</u>	
2	Assets:	
	a Market value	2,284,969
	b Actuarial value	2,284,969
3	Funding target/participant count breakdown:	
		(1) Number of participants
		(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	1,457,125
	b For terminated vested participants	217,494
	c For active participants:	
	(1) Non-vested benefits.....	0
	(2) Vested benefits	1,612,615
	(3) Total active.....	1,612,615
	d Total.....	3,287,234
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐	
	a Funding target disregarding prescribed at-risk assumptions	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	
5	Effective interest rate	6.09 %
6	Target normal cost	97,199

Statement by Enrolled Actuary

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

SIGN HERE	 Signature of actuary MILDRED J. STALLWORTH Type or print name of actuary USI CONSULTING GROUP Firm name 470 PARK AVENUE SOUTH, 5TH FLOOR NEW YORK NY 10016 Address of the firm	<u>10-2-2012</u> Date 11-01390 Most recent enrollment number (212) 878-0404 Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2011
v.012611

Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union
 Employees
 Plan Year: 01/01/2011- 12/31/2011
 EIN: 06-1209796
 PN: 002

Schedule SB, LINE 22-Description of Weighted Average Retirement Age

The assumed rates of retirement listed below indicate what percentage of the surviving lives at the specified age are assumed to retire. The Weighted Average Retirement Age is determined by calculating the average age at retirement of a 100 life population retiring in accordance with the assumed rates.

(1)	(2)	(3)	(4)	(5)
Assumed Retirement Age	Lives Remaining	Assumed Rate of Retirement	Lives Retiring	Weighted Retirement Age [(1) x (4)]
62	100.00	25.00%	25.00	1550.00
63	75.00	10.00%	7.50	472.50
64	67.50	10.00%	6.75	432.00
65	60.75	100.00%	60.75	3948.75
Weighted Average Retirement Age [sum of column (4)]:				64.03

* Column (4) = Column (3) x [number of lives not yet retired]

Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2011- 12/31/2011
EIN: 06-1209796
PN: 002

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

General Description

The obligation of the plan with respect to the plan's benefits and the contributions to fund these obligations is determined as of each valuation date based on:

- a) the provisions of the plan,
- b) the data for plan participants,
- c) the plan's assets, and
- d) the actuarial assumptions and actuarial cost method.

Actuarial assumptions, other than the interest assumptions, are primarily made to estimate the amount and incidence of benefit payments; the interest rate assumption is made to estimate the portion of the plan benefits that will come from investment return and the portion that will come from contributions by the plan sponsor. No specific actuarial cost method or assumptions are prescribed by the plan. The assumptions selected for this valuation and the actuarial cost method are described below.

Actuarial Assumptions and Procedures

PPA 2006 Mandated Mortality
Pre and Post Retirement:

IRS 2011 Static Mortality Table.
The mortality rates are illustrated for selected ages below.

<u>Annual Rates of Mortality</u>		
<u>Attained Age</u>	<u>Males</u>	<u>Females</u>
30	0.0390%	0.0203%
40	0.0876%	0.0477%
50	0.1447%	0.1106%
60	0.4854%	0.4548%

Rate of Retirement:

<u>Age</u>	<u>Rate</u>
62	25%
63	10%
64	10%
65	100%

Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2011- 12/31/2011
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**Schedule SB, Part V-Statement of Actuarial Assumptions/Methods
(contd)**

The average retirement age was computed as age 64. This was determined as follows:

<u>Age</u>	<u>Exposure</u>	<u>Probability</u>	<u>No. of Exits</u>
62	100.00	.25	25.00
63	75.00	.10	7.50
64	67.50	.10	6.75
65	60.75	1.00	60.75

Sum of exits x age = 6403.25

Sum divided by 100 = 64.03

Interest Rate: November 1, 2010 3- Segment Rates

1 st Segment Rate	3.37%
2 nd Segment Rate	6.04%
3 rd Segment Rate	6.49%

Effective Interest Rate: 6.09%

Employee Withdrawal Rates: Rates have been assumed which vary by attained age. These rates are illustrated for selected ages below:

<u>Age</u>	<u>Probability of Withdrawal</u> (Table T-3)
25	5.27%
30	4.83
35	4.47
40	3.84
45	3.21
50	1.52
55	0.33
60	0.00

Credit Balances -\$0 of funding standard account carryover balance has been forfeited
-\$0 of pre-funding standard account balance has been forfeited

Disablement Rates: 1974-78 Society of Actuaries Study on Long Term Disability.

Disabled Mortality: PPA 2006 Mortality

Provision for Expenses: Estimate based on administrative expenses paid from the Trust for the prior plan year.

Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2011- 12/31/2011
EIN: 06-1209796
PN: 002

**Schedule SB, Part V-Statement of Actuarial Assumptions/Methods
(contd)**

Benefit Form:	5- Year Certain & Life Annuity.
Top-Heavy Plan Years:	The plan is not top-heavy. Actuarial costs assume that all future plan years are not top-heavy.
Miscellaneous:	The valuation was prepared on an ongoing-plan basis. The valuation was based on participants of the Plan as of the valuation date and did not take future participants into account.
Asset Valuation Basis:	Market Value of plan assets.
Data:	Census data were supplied by the Plan Sponsor. Asset data was supplied by the Plan Trustee. While a review was made for reasonableness and consistency, the valuation fully relied on the providers for the accuracy and comprehensiveness of the data.
Plan Benefits Not Considered:	None.
Percent Married:	80% of males and 20% of females were assumed to be married.
Age of Spouse:	The female spouse is assumed to be 3 years younger than the male spouse.

In accordance with the Pension Protection Act of 2006 (PPA), the annual costs is equal to the Target Normal Cost plus the shortfall amortization charge plus administrative expenses minus any pre-funding and carry over funding standard account balances.

Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2011- 12/31/2011
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Schedule SB, Part V-Summary of Plan Provisions

SUMMARY OF PRINCIPAL PLAN PROVISIONS

Original Effective Date: January 1, 1989

Last Restatement: Effective Date January 1, 2001

Last Amendment: May 8, 2007

Eligibility: All employees of the company who are covered by the collective Bargaining Agreement with Local 874, URW.

Credited Service For:

a. Accrual of Benefits: Aggregate periods of employment after January 1, 1989, with 1/12 of a year credited for each month.

b. Accrual of Vesting: Service is accrued based on elapsed periods of employment (including service prior to 1989 with B.F. Goodrich)

Employees laid off between May 1, 2001 and August 31, 2002 are fully vested regardless of service.

Contributions: Employer pays the entire cost of the plan.

Retirement Dates:

a. Normal: First Day of the month coincident with or next following the participant's 65th birthday or completion of 5 years of service if later.

b. Deferred Vested: Completed at least 5 years of credited service for accrual of vesting (Employees laid off between May 1, 2001 and August 31, 2002 are fully vested).

c. Early Retirement: Age 55 with 10 years of vesting service.

d. Disability: Completed at least 5 years of vesting service and is deemed to be totally disabled so as to prevent the ability to meet the requirements of any job in the plant. Such disability must continue for at least 5 months and be presumed by a qualified physician to be permanent and continuous for the remainder of the employee's life.

Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2011- 12/31/2011
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**Schedule SB, Part V-Summary of Plan Provisions
(cont'd)**

Retirement Benefits (and Form):

- a. Normal: The monthly normal retirement pension of an employee eligible for each year of benefit service is based on the following schedule:

<u>Date of Termination Or Retirement</u>	<u>Rate</u>
Before 05/08/1993	\$ 9.00
05/08/1993 – 05/07/1994	10.00
05/08/1994 – 05/07/1995	10.50
05/08/1995 – 05/07/1996	11.00
05/08/1996 – 05/07/1997	11.50
05/08/1997 – 05/07/1998	12.00
05/08/1998 – 05/07/1999	13.00
05/08/1999 – 05/07/2000	13.50
05/08/2000 – 05/07/2001	14.00
05/08/2001 – 05/07/2002	14.50
05/08/2002 – 05/07/2003	15.50
05/08/2003 – 05/07/2004	16.50
05/08/2004 – 05/07/2005	18.00
05/08/2005 – 05/07/2006	18.50
05/08/2006 – 05/07/2007	19.00
05/08/2007 – 05/07/2008	19.50
05/08/2008 – 05/07/2009	20.00
05/08/2009 and later	21.00

The standard form of benefit is a life annuity with 5 year certain.

- b. Deferred Vested: The accrued benefit payable at age 65, or as early as age 55 on an actuarially reduced basis from age 65 based on the UP1984 table, age set back of 2 years, with interest at 7%.
- c. Early Retirement: The amount of the benefit is the amount accrued at retirement date reduced by .4% for each month by which the early retirement date precedes age 62.
- d. Disability: An immediate monthly pension equal to the accrued benefit (unreduced for early commencement).

Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees
Plan Year: 01/01/2011- 12/31/2011
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**Schedule SB, Part V-Summary of Plan Provisions
(cont'd)**

Accrued Benefit:	The portion of normal retirement benefit, accrued at any point in time, measured as service to the date of calculation, times the applicable in-force benefit multiplier.
Pre-Retirement Death Benefit:	Employer paid 50% pre-retirement surviving spouse benefit payable (to an eligible surviving spouse) if death occurs prior to retirement in the case of any vested active or terminated participant. Payable at participant's early (with reduction) or normal retirement date.
Changes Since Prior Year:	Benefit level changes: \$19.50 effective May 8, 2007 \$20.00 effective May 8, 2008 \$21.00 effective May 8, 2009

Plan Name: SMR TECHNOLOGIES, INC. DEFINED BENEFIT PLAN FOR UNION EMPLOY
 EIN: 31-153971
 Plan Number: 001

Schedule SB, Line 26--Schedule of Active Participant Data

YEARS OF CREDITED SERVICE

	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
Attained Age	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.	No.	Average Comp.
Under 25	1		0		0		0		0		0		0		0		0		0	
25 to 29	0		0		2		0		0		0		0		0		0		0	
30 to 34	0		0		2		0		0		0		0		0		0		0	
35 to 39	0		1		4		3		1		0		0		0		0		0	
40 to 44	2		0		7		0		0		0		0		0		0		0	
45 to 49	1		0		1		2		0		2		0		0		0		0	
50 to 54	0		0		7		1		0		1		0		5		1		0	
55 to 59	0		0		4		0		1		2		0		7		2		0	
60 to 64	0		0		2		0		0		0		0		5		1		1	
65 to 69	0		0		0		0		0		0		0		0		0		0	
70 & up	0		0		0		0		0		0		0		0		2		0	

EIN: 06-1209796

PN: 002

Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees

Plan Year: 01/01/2011- 12/31/2011

Schedule SB, Line 32 - Schedule of Amortization Bases

SCHEDULE OF AMORTIZATION BASES

<u>Type of Base</u>	<u>Base Establishment Date</u>	<u>Present Value of Remaining Installment Amount</u>	<u>Remaining Installment Period</u>	<u>Amortization Installment</u>
Shortfall	1/1/2008	66,338	4.000	17,418
Shortfall	1/1/2009	102,514	5.000	21,884
Shortfall	1/1/2010	565,082	6.000	104,061
Shortfall	1/2/2011	268,331	7.000	43,747
Total		1,002,265		187,110

EIN: 06-1209796

PN: 002

Plan Name: SMR Technologies, Inc. Defined Benefit Pension Plan for Union Employees

Plan Year: 01/01/2011- 12/31/2011

Schedule H, Part IV item 4(i)

SMR TECHNOLOGIES, INC.
DEFINED BENEFIT PENSION PLAN FOR UNION EMPLOYEES

EMPLOYER IDENTIFICATION NUMBER: 06-1209796
 PLAN NUMBER: 002

FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 AS OF DECEMBER 31, 2011

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, or Maturity Value	(d) Cost	(e) Current Value
		Fixed income — CCT funds:		
*	Wilmington Trust	Intermediate Fixed Income Portfolio	\$ 265,122	\$ 308,998
*	Wilmington Trust	Short Duration Portfolio	273,556	306,904
*	Wilmington Trust	Strategic Bond Portfolio	234,378	288,605
*	Wilmington Trust	Money Market Portfolio	<u>131,143</u>	<u>131,143</u>
		Total CCT funds — fixed income	<u>904,199</u>	<u>1,035,650</u>
		Equities — CCT funds:		
*	Wilmington Trust	Large Company Value Portfolio	192,089	222,925
*	Wilmington Trust	S&P 500 Index Portfolio	190,431	220,530
*	Wilmington Trust	Large Company Domestic Growth Portfolio	159,133	193,189
*	Wilmington Trust	Overseas Equity Portfolio	183,081	183,587
*	Wilmington Trust	International Growth Portfolio	151,061	162,099
*	Wilmington Trust	Small Company Growth Portfolio	47,734	75,903
*	Wilmington Trust	Small Company Value Portfolio	55,249	74,776
*	Wilmington Trust	Mid-Cap Fundamental Value Portfolio	59,574	74,612
*	Wilmington Trust	Mid-Cap Growth Portfolio	<u>52,773</u>	<u>71,904</u>
		Total CCT funds — equities	<u>1,091,125</u>	<u>1,279,525</u>
		Total investments	<u>\$1,995,324</u>	<u>\$2,315,175</u>

* Indicates party-in-interest to the Plan.

See accompanying independent auditors' report.