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 02/01/2011 and ending 01/31/2012

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/1974

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

SPS TECHNOLOGIES WATERFORD COMPANY

301 HIGHLAND AVENUE
JENKINTOWN, PA 19046

2b Employer Identification Number (EIN) 38-1966109

2c Sponsor's telephone number 248-623-0800

2d Business code (see instructions) 332700

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	11/09/2012	DAN DOHAR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
SPS TECHNOLOGIES WATERFORD COMPANY

301 HIGHLAND AVENUE
JENKINTOWN, PA 19046

3b Administrator's EIN
38-1966109

3c Administrator's telephone number
248-623-0800

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	240
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	0
b	Retired or separated participants receiving benefits	**6b**	18
c	Other retired or separated participants entitled to future benefits	**6c**	218
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	236
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	238
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**	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1G 1I

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)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**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

For calendar plan year 2011 or fiscal plan year beginning 02/01/2011 and ending 01/31/2012

▶ **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
SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
SPS TECHNOLOGIES WATERFORD COMPANY

D Employer Identification Number (EIN)
38-1966109

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

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

Part I Basic Information

1	Enter the valuation date: Month 02 Day 01 Year 2011			
2	Assets:			
a	Market value	**2a**		8427434
b	Actuarial value	**2b**		8167827
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	20	1545011
b	For terminated vested participants	**3b**	218	4930762
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		
	(2) Vested benefits	**3c(2)**		
	(3) Total active	**3c(3)**		
d	Total	**3d**	238	6475773
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.11 %
6	Target normal cost	**6**		35000

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

Date

BRUCE R. MITTON

11-05511

Type or print name of actuary

Most recent enrollment number

MILLIMAN, INC

503-227-0634

Firm name

Telephone number (including area code)

111 SW FIFTH AVENUE, SUITE 3700
PORTLAND, OR 97204-3654

Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	709349	2392081
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	35000	0
9	Amount remaining (line 7 minus line 8)	674349	2392081
10	Interest on line 9 using prior year's actual return of 10.90%	73504	260737
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		
b	Interest on (a) using prior year's effective rate of 6.66 % 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		
12	Other reductions in balances due to elections or deemed elections	413463	
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	334390	2652818

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	126.12 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	97.92 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ► 18(b)		18(c)

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	

20 Quarterly contributions and liquidity shortfalls:

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

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
2.81%	5.76%	6.46 %	☐ N/A, full yield curve used

b Applicable month (enter code) **21b** 0

22 Weighted average retirement age **22** 63

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

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☐ Yes ☒ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ..... ☐ Yes ☒ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment..... ☐ Yes ☒ No

27 If the plan is 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**

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** 35000

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

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment		
b Waiver amortization installment.....		

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33**

34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)... **34** 35000

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	35000	0	35000

36 Additional cash requirement (line 34 minus line 35)..... **36**

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37**

38 Present value of excess contributions for current year (see instructions)

a Total (excess, if any, of line 37 over line 36) **38a**

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances **38b**

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**

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

For calendar plan year 2011 or fiscal plan year beginning 02/01/2011 and ending 01/31/2012

A Name of plan
SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPS TECHNOLOGIES WATERFORD COMPANY

D Employer Identification Number (EIN)
38-1966109

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)

MILLIMAN, INC.

111 SW FIFTH AVENUE, SUITE 3700
PORTLAND, OR 97204

91-0675641

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 65	ACTUARY	51038	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

JANZ & KNIGHT, P.L.C.

300 EAST LONG LAKE ROAD, SUITE 360
BLOOMFIELD HILLS, MI 48304

38-1458667

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITOR	18845	Yes [ ] No [X]	Yes [ ] No [X]	0	Yes [ ] No [X]

(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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 02/01/2011 and ending 01/31/2012

A Name of plan
SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
SPS TECHNOLOGIES WATERFORD COMPANY

D Employer Identification Number (EIN)
38-1966109

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

a Name of MTIA, CCT, PSA, or 103-12 IE: PRECISION CASTPARTS MASTER TRUST PL

b Name of sponsor of entity listed in (a): BANK OF NEW YORK MELLON

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)
13-7073447-001	M	8406567

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 02/01/2011 and ending 01/31/2012

A Name of plan
SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPS TECHNOLOGIES WATERFORD COMPANY

D Employer Identification Number (EIN)
38-1966109

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(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)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	8427434	8406567
(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)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8427434	8406567
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	6450	0
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	6450	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8420984	8406567

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)		
(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)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)		
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
(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)		

			(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)		
	(6) Net investment gain (loss) from common/collective trusts	2b(6)		
	(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
	(8) Net investment gain (loss) from master trust investment accounts	2b(8)		281134
	(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		281134
	Expenses			
e	Benefit payment and payments to provide benefits:			
	(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	218357	
	(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)		218357
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)	71410	
	(2) Contract administrator fees	2i(2)		
	(3) Investment advisory and management fees	2i(3)	3904	
	(4) Other	2i(4)	1880	
	(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		77194
j	Total expenses. Add all **expense** amounts in column (b) and enter total	2j		295551
	Net Income and Reconciliation			
k	Net income (loss). Subtract line **2j** from line **2d**	2k		-14417
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: JANZ & KNIGHT PLC **(2)** EIN: 38-1458667

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.)	**4a**		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		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?	**4f**		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	**4j**		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		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.	**4n**		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **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 02/01/2011 and ending 01/31/2012

A Name of plan
SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
SPS TECHNOLOGIES WATERFORD COMPANY

D Employer Identification Number (EIN)
38-1966109

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 13-7073447

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** 1

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

Jenkintown, Pennsylvania

Report on Audit of Accounts

January 31, 2012

KENNETH E. ZINK
JOHN M. FOSTER

JOHN W. MACKEY
JOHN E. MIELKE, JR.
DAWN M. LENGERS
TROY R. FORMAN
STEPHEN C. OTIS
JAMES P. LYNN
SCOTT A. BECKROW
FRANK J. ALCINI, JR.
LINDA J. WILSON

JANZ & KNIGHT, P.L.C.
CERTIFIED PUBLIC ACCOUNTANTS
300 EAST LONG LAKE ROAD, SUITE 360
BLOOMFIELD HILLS, MICHIGAN 48304-2377

TELEPHONE (248) 646-9666
FACSIMILE (248) 646-3857

55 YEARS
1954-2009

MEMBERS
AMERICAN INSTITUTE OF
CERTIFIED PUBLIC ACCOUNTANTS
MICHIGAN ASSOCIATION OF
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

Board of Trustees
SPS Technologies Waterford Company Pension Plan
301 Highland Avenue
Jenkintown, Pennsylvania 19046

We were engaged to audit the accompanying statement of net assets available for benefits of SPS Technologies Waterford Company Pension Plan as of January 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the years then ended, and the statement of accumulated plan benefits as of January 31, 2011 and the related statement of changes in accumulated plan benefits for the year then ended. These financial statements and schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note I, which was certified by Bank of New York Mellon, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. 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 as of and for the years ended January 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Very truly yours,

Janz & Knight, PLC

Certified Public Accountants

Bloomfield Hills, Michigan

October 26, 2012

SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	January 31, 2012	January 31, 2011
Assets:		
Investments, at fair value:		
Plan interest in Precision Castparts Corp. Master Trust	$ 8,406,566.79	$ 8,427,434.27
Total assets	$ 8,406,566.79	$ 8,427,434.27
Liabilities:		
Accounts payable		6,450.00
Net assets available for benefits	$ 8,406,566.79	$ 8,420,984.27

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

SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Years Ended January 31, 2012 and 2011

	2012	2011
Additions to net assets:		
Plan interest in net investment income of Precision Castparts Corp. Master Trust	$ 281,134.28	$ 843,786.31
Deductions from net assets:		
Benefits paid directly to participants	218,357.00	163,489.33
Administrative expenses	77,194.76	59,097.74
Total deductions	$ 295,551.76	$ 222,587.07
Net increase (decrease)	$ (14,417.48)	$ 621,199.24
Net assets available for benefits:		
Beginning of year	8,420,984.27	7,799,785.03
End of year	$ 8,406,566.79	$ 8,420,984.27

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

SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

STATEMENT OF ACCUMULATED PLAN BENEFITS

January 31, 2011

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	$ 1,197,385.00
Other vested participants	3,599,020.00
Total actuarial present value of accumulated plan benefits	$ 4,796,405.00

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

SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

For the Year Ended January 31, 2011

Actuarial present value of accumulated plan benefits at beginning of year		$ 4,632,855.00
Increase (decrease) during the year attributable to:		
Increase for interest due to the decrease in the discount period	364,214.00	
Actuarial (gain)/loss	(37,175.00)	
Benefits paid	(163,489.00)	
Net increase		$ 163,550.00
Actuarial present value of accumulated plan benefits at year end		$ 4,796,405.00

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

SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

NOTES TO FINANCIAL STATEMENTS

January 31, 2012

NOTE A - Description of Plan:

The following brief description of the SPS Technologies Waterford Company Pension Plan is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

1. General - The Plan is a defined benefit pension plan covering substantially all employees of SPS Technologies Waterford Company. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

2. Pension Benefits - Employees with 5 or more years of service are entitled to full annual pension benefits beginning at normal retirement age, equal to 30% of their average compensation for the first five consecutive years out of the last ten years. Employees with five or more years of service and less than ten, their annual pension benefit will be a fraction thereof. The normal retirement age for each participant shall be the later of his sixty-fifth (65th) birthday or the tenth anniversary of the time a plan participant commenced participation in the plan. The Plan permits early retirement at ages 55 - 64. Employees may elect to receive their pension benefits in the form of a joint and survivor annuity. Effective December 31, 2009, participant's accrued benefit determined as of December 31, 2009 will be frozen.

3. Death Benefits - If an active employee dies, the Trustees shall distribute either a pre-retirement survivor income or a death benefit equal to 100 times the monthly retirement benefit the deceased participant would have received on his normal retirement date, but not both. The benefit will not exceed $60,000.00. Effective December 31, 2009, the Plan no longer offers life insurance benefits.

NOTE B - Summary of Accounting Policies:

The following are the significant accounting policies followed by the Plan:

1. Basis of Accounting - The accompanying financial statements are prepared on the accrual basis of accounting, and in accordance with accounting principles generally accepted in the United States of America (US GAAP).

2. Use of Estimates - The preparation of financial statements in conformity with US 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.

3. Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note F for a discussion of fair value measurements.

NOTE B - Summary of Accounting Policies (continued):

3. Investment Valuation and Income Recognition (continued)-

The Plan's interest in the Master Trust with the Bank of New York Mellon (Note G) is based on the beginning of the year value of the Plan's interest in the trusts plus actual contributions and allocated investment income or loss less actual distributions and allocated administrative expenses. Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

4. Actuarial Present Value of Accumulated Plan Benefits - Accumulated plan benefits are those future periodic payments, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances - retirement, death, and termination of employment are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an actuary from Milliman, Inc. and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, withdrawal, or retirement) between the valuation date and expected date of payment. The significant assumptions used in the valuations as of January 31, 2011 were as follows:

Discount rate

- 8% for FASB ASC 960
- Pension Protection Act of 2006 (PPA) Funding Target
  - Segment 1 payments under 5 years 2.81%
  - Segment 2 payments between 5 and 20 years 5.76%
  - Segment 3 payments after 20 years 6.46%
  - Effective interest rate 6.11%
- Pension Benefit Guaranty Corporation Variable Premium
  - Segment 1 payments under 5 years 1.93%
  - Segment 2 payments between 5 and 20 years 5.25%
  - Segment 3 payments after 20 years 6.42%

Post-retirement mortality

- The RP-2000 Combined Healthy Mortality Table (adopted February 1, 2010) projected to 2010 by scale AA for ASC 960 purposes.
- RP-2000 annuitant and non-annuitant mortality tables for 2011 as prescribed by the IRS for calculating the Funding Target and PBGC variable premium.

NOTE B - Summary of Accounting Policies (continued):

4. Actuarial Present Value of Accumulated Plan Benefits (continued)-

Retirement	- Vested inactive participants are assumed to retire at age 62 if eligible for early retirement, otherwise at age 65.
	Future retirees are assumed to elect a single life annuity.
Actuarial method	- Unit Credit Actuarial Cost Method
Asset valuation	- 24-month average value

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

5. Risks and Uncertainties - The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate risk, 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.

   Contributions to the Plan and the actuarial present value of accumulated plan benefits are prepared based on certain assumptions pertaining to interest rates, inflation rates and employee compensation and demographics. Due to the changing nature of these assumptions, it is reasonably possible that changes in these estimates and assumptions will occur in the near term and the effect of such changes could be material to the financial statements.

6. Payment of Benefits - Benefit payments to participants are recorded when paid.

7. Date of Management's Review - Subsequent events were evaluated through October 26, 2012, which is the date the financial statements were available to be issued and determined that there are no further items for disclosure.

NOTE C - Funding Policy:

The Company's contributions are based on actuarial calculations as determined under the Projected Unit Credit Actuarial Cost Method with amortization of past service cost over the period of time required to satisfy minimum funding requirements. The Company makes contributions no later than the date of filing its income tax return for each fiscal year. The Company is under no obligation to make any

NOTE C - Funding Policy (continued):

contributions, which are not deductible for income tax purposes in the applicable fiscal year. The Company's contributions meet the minimum funding requirements by ERISA.

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

NOTE D - Plan Termination:

In the event the Plan terminates, its net assets generally will not be available on a pro rata basis to provide participants' benefits. The net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

a. Annuity benefits former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under plan provisions in effect at any time during the five years preceding plan termination.

b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. governmental agency) up to the applicable limitations (discussed below).

c. All other vested benefits (that is, vested benefits not insured by the PBGC).

d. All nonvested benefits.

Certain benefits under the Plan are insured by the 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. However, there is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees.

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 and may also depend on the level of benefits guaranteed by the PBGC.

NOTE E - Investments:

The following table presents the fair value of investments. Investments that represent 5% or more of the Plan's net assets are separately identified.

	January 31, 2012	January 31, 2011
Investments at estimated fair value:		
Plan interest in Precision Castparts Corp. Master Trust	$8,406,566.79	$8,427,434.27

NOTE F - Fair Value Measurements:

The Financial Accounting Standards Board (FASB) provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. Investments classified within Level 3 whose fair value measurements consider several inputs may include Level 1 or Level 2 inputs as components of the overall fair value measurement.

Valuation of investments in Master Trust with Bank of New York Mellon

The Master Trust asset allocation strategy is designed to balance the objectives of achieving the asset return assumption consistently over the long-term while minimizing the volatility of the funded status. Asset classes with differing expected rates of return, return volatility and correlations are utilized to control risk and provide diversification. The asset categories are described below, along with the valuation methodologies and investment level classifications. There have been no changes in the methodologies used at December 31, 2011 and 2010. (January 31 data was unavailable).

NOTE F - Fair Value Measurements (continued):

Public Equity Securities (Long/Hedged)

Long equity investments consist of publicly traded equity securities that are well diversified across managers, styles, sectors and countries. Hedged equity investments typically add short positions in equities or equity futures in order to generate absolute returns regardless of equity market direction. Public equity investments made directly through managed (separate) account structures and valued based upon closing prices reported in the active trading markets are classified as level 1. Equity investments made indirectly via liquid pooled funds valued at the net assets ("NAV") of the fund are classified as level 2.

Private Equity

Private equity investments consist of investments in limited partnerships or commingled vehicles with managers who purchase interests in non-public companies. These may be as venture capital, early stage, special situations or restructuring funds. Private equity funds typically have low liquidity, a 10 year or longer investment commitment, and valuation methodologies that require the use of significant unobservable inputs. Private equity investments are classified as level 3.

Absolute Return (Market Sectors/Arbitrage)

Absolute return strategies are investments with managers who seek specified levels of absolute returns with minimal correlation to market movements. Absolute return managers typically invest in futures, forwards or options on a variety of asset classes. Market sector strategies seek to capitalize on movements in commodity, currency, interest rate and/or other traditional markets while arbitrage strategies focus on credit, volatility or other alternative asset classes. Investments are typically made in limited partnerships and classified level 2 when funds offer regular liquidity at fund NAVs and reported values are based on significant observable inputs. All other investments are classified as level 3.

Royalty Investments

Royalty investments are made through investments in limited partnerships which purchase income-producing royalties derived from sales of pharmaceutical products. Valuation of the fund is determined from an independent appraisal process whereby significant observable inputs are used in determining the fund's NAV. Liquidity is typically arranged in the secondary market with trades occurring at the most recent published NAV. Royalty investments are classified as level 2.

NOTE F - Fair Value Measurements (continued):

Fixed Income (Investment/Non-Investment Grade)

Fixed income investments consist of public and private fixed income securities of U.S. and non-U.S. government and corporate issuers and fixed income mutual funds. Fixed income investments made directly through managed (separate) account structures and valued based upon closing prices reported in the active trading markets are classified as level 1. Fixed income investments made indirectly via liquid pooled funds valued at the NAV of the fund are classified as level 2. Fixed income investments with low liquidity and valuation methodologies that require the use of significant unobservable inputs are classified as level 3.

Cash/Other

Cash and other investments include highly liquid money market securities, demand deposits and other cash equivalents. Cash and other investments are classified as level 1.

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

NOTE G - Interest in Precision Castparts Corp. Master Trust:

All of the Plan's investments are in the Master Trust with the Bank of New York Mellon, which was established for the investment of assets of the Plan and several other retirement plans sponsored by the Company. Each participating retirement plan has an undivided interest in the Master Trust. At January 31, 2012 and 2011, the Plan's interest in the net assets of the Master Trust was approximately 0.79% and 0.82%, respectively. Investment income relating to the Master Trust is allocated to the individual plans based upon average monthly balances invested by each plan. Administrative expenses are allocated based on actual Plan assets at the end of the prior quarter before they are paid. The following table presents the fair values of investments for the Master Trust at December 31 (January 31 data was unavailable):

	2011	2010
Net assets at fair value:		
Equity:		
Long	$ 159,357,467	$ 146,799,240
Hedged	195,491,379	185,757,192
Private	105,555,074	83,712,089
Total equity	$ 460,403,920	$ 416,268,521
Absolute return:		
Market sectors	116,258,581	121,970,388
Arbitrage	115,187,524	117,706,245
Total absolute return	$ 231,446,105	$ 239,676,633
Royalties	107,156,939	122,918,846
Fixed income:		
Investment grade	126,650,752	133,318,407
Non-investment grade	64,709,184	75,591,662
Total fixed income	$ 191,359,936	$ 208,910,069
Cash/other	71,530,961	42,717,896
Net assets at fair value	$1,061,897,861	$1,030,491,965

Investment income (loss) for the Master Trust was as follows for the years ended December 31 (January 31 data was unavailable):

	2011	2010
Net appreciation (depreciation) in fair value of investments:		
Equity:		
Long	$ (6,990,779)	$ 13,445,395
Hedged	9,453,113	8,963,659
Private	3,358,629	12,340,827
Total equity	$ 5,820,963	$ 34,749,881
Absolute return:		
Market sectors	2,310,405	9,478,798
Arbitrage	(8,744,952)	14,343,241
Total absolute return	$ (6,434,547)	$ 23,822,039
Royalties	7,921,817	7,050,255
Fixed income:		
Investment grade	7,553,394	6,341,310
Non-investment grade	(8,541,327)	4,589,505
Total fixed income	$ (987,933)	$ 10,930,815
Cash/other	16,972	35,293
Total net appreciation (depreciation) in fair value of investments	$ 6,337,272	$ 76,588,283
Interest and dividends	$ 19,302,403	$ 20,454,285
Total investment income (loss)	$ 25,639,675	$ 97,042,568
Investment management fees	(988,811)	(1,760,688)
Net investment income	$ 24,650,864	$ 95,281,880

NOTE G - Interest in Precision Castparts Corp. Master Trust (continued):

The following table sets forth by level, within the fair value hierarchy (as described in Note F), the Master Trust with the Bank of New York Mellon's assets at fair value at December 31, 2011 (January 31 data was unavailable):

	Level 1	Level 2	Level 3	Total
Equity:				
Long	$141,148,231	$ 18,209,236	$	$ 159,357,467
Hedged	48,228,042	146,293,466	969,871	195,491,379
Private			105,555,074	105,555,074
Total equity	$189,376,273	$164,502,702	$106,524,945	$ 460,403,920
Absolute return:				
Market sectors		116,258,581		116,258,581
Arbitrage		101,844,324	13,343,200	115,187,524
Total absolute return	$	$218,102,905	$ 13,343,200	$ 231,446,105
Royalties		107,156,939		107,156,939
Fixed income:				
Investment grade	126,650,752			126,650,752
Non-investment grade		38,057,895	26,651,289	64,709,184
Total fixed income	$126,650,752	$ 38,057,895	$ 26,651,289	$ 191,359,936
Cash/other	71,530,961			71,530,961
Total assets at fair value	$387,557,986	$527,820,441	$146,519,434	$1,061,897,861

The following table sets forth by level, within the fair value hierarchy (as described in Note F), the Master Trust with the Bank of New York Mellon's assets at fair value at December 31, 2010 (January 31 data was unavailable):

	Level 1	Level 2	Level 3	Total
Equity:				
Long	$121,784,554	$ 25,014,686	$	$ 146,799,240
Hedged	44,686,660	141,070,532		185,757,192
Private			83,712,089	83,712,089
Total equity	$166,471,214	$166,085,218	$ 83,712,089	$ 416,268,521
Absolute return:				
Market sectors		121,970,388		121,970,388
Arbitrage		104,674,939	13,031,306	117,706,245
Total absolute return	$	$226,645,327	$ 13,031,306	$ 239,676,633
Royalties		122,918,846		122,918,846
Fixed income:				
Investment grade	101,925,681	31,392,726		133,318,407
Non-investment grade		42,867,012	32,724,650	75,591,662
Total fixed income	$101,925,681	$ 74,259,738	$ 32,724,650	$ 208,910,069
Cash/other	42,717,896			42,717,896
Total assets at fair value	$311,114,791	$589,909,129	$129,468,045	$1,030,491,965

NOTE G - Interest in Precision Castparts Corp. Master Trust (continued):

The table below sets forth a summary of changes in the fair value of the Master Trust with the Bank of New York Mellon's level 3 assets for the year ended December 31, 2011 (January 31 data was unavailable):

	Equity Hedged	Equity Private	Absolute Return Arbitrage	Fixed Income	Total
Beginning of year	$	$ 83,712,089	$ 13,031,306	$32,724,650	$129,468,045
Transfers in/out of level 3*	1,933,862		5,126,537		7,060,399
Realized and unrealized Gains/(losses)	(376,361)	3,358,629	(5,375,364)	2,705,607	312,511
Purchases		20,574,934	890,789	4,494,809	25,960,532
Sales	(587,630)	(2,090,578)	(330,068)	(13,273,777)	(16,282,053)
End of year	$ 969,871	$105,555,074	$ 13,343,200	$26,651,289	$146,519,434

*Amounts transferred from Level 2 to Level 3 because of a lack of observable market data due to reduced liquidity.

The table below sets forth a summary of changes in the fair value of the Master Trust with the Bank of New York Mellon's level 3 assets for the year ended December 31, 2010 (January 31 data was unavailable):

	Equity Private	Absolute Return Arbitrage	Fixed Income	Total
Beginning of year	$ 60,638,346	$ 12,504,994	$	$ 73,143,340
Transfers in/out of level 3			21,898,427	21,898,427
Realized and unrealized gains/(losses)	12,720,866	(783,636)	1,729,094	13,666,324
Purchases, sales, issuance And settlements (net)	10,352,877	1,309,948	9,097,129	20,759,954
End of year	$ 83,712,089	$ 13,031,306	$ 32,724,650	$129,468,045

NOTE H - Tax Status:

The Internal Revenue Service has determined and informed the Plan by a letter dated March 23, 2011, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. The plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC, thereby continuing to exempt the Plan from federal income taxes.

NOTE I - Certified Financial Data:

In accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, certain information was certified by the trustee of the Plan and has not been audited by independent accountants.

For the years ended January 31, 2012 and 2011 the financial information regarding the fair value and cost of all investments, plus all investment interest and dividend income and net appreciation (depreciation) in fair value of investments and gains and losses, has been derived from information certified as complete and accurate by the Bank of New York Mellon, the trustee.

NOTE J - Related Party Transactions:

Certain administrative expenses of the Plan are paid directly by the employer, SPS Technologies Waterford Company.

Certain Plan investments are shares of mutual funds managed by the Bank of New York Mellon. As Bank of New York Mellon is a trustee as defined by the Plan, these transactions qualify as exempt party-in-interest transactions. Fees paid directly by the Plan for the investment management services were not significant for the years ended January 31, 2012 and 2011.

NOTE K - Plan Amendments:

Effective July 7, 2009, the accrued benefit under the Plan of any participant whose Plan-covered employment was involuntarily terminated at any time between February 1, 2004 and January 31, 2010 is restored (if previously forfeited due to the termination of employment) and fully vested as of January 31, 2009.

Effective July 7, 2009, no ongoing benefit accruals under the Plan will be made after March 31, 2009 for any Company employee for a period of time while the employee is a highly compensated or highly compensated former employee will become a participant or resume accruals on rehire by the Company or transfer to an otherwise Plan-covered employment position after March 31, 2009.

Effective July 7, 2009, Years of Vesting Service earned after termination of employment with the Company by a highly compensated employee or highly compensated former employee will not be counted in determining "Average Monthly Compensation" (as that term is defined in the Plan) for purposes of determining such participant's "Accrued Benefit" (as that term is defined in the Plan) after July 7, 2009.

Effective July 16, 2010, the accrued benefit under the Plan of any participant whose Plan-covered employment was involuntarily terminated at any time between February 1, 2009 and January 31, 2010 is restored (if previously forfeited due to the termination of employment) and fully vested as of January 31, 2010.

Effective December 31, 2009, the Plan no longer offers ancillary life insurance benefits.

Effective December 31, 2009, no ongoing benefit accruals under the Plan will be made after December 31, 2009 for any Company employee, and no Company employee will become a participant or resume accruals on rehire by the Company or transfer to an otherwise Plan-covered employment position after December 31, 2009.

NOTE K - Plan Amendments (continued):

Effective December 31, 2009, participant's accrued benefit determined as of December 31, 2009 will be frozen. Years of vesting service earned after December 31, 2009 will not be counted in determining "Average Monthly Compensation" (as that term is defined in the Plan) for purposes of determining such participant's "Accrued Benefit" (as that term is defined in the Plan).

ACTUARIAL ASSUMPTIONS AND METHODS

1. DISCOUNT RATES

As selected by PCC, the rates for calculating the PPA Funding Target are the February 2011 segment rates without phase-in.

- PPA Funding Target
  - Segment 1 payments under 5 years 2.81%
  - Segment 2 payments between 5 and 20 years 5.76%
  - Segment 3 payments after 20 years 6.46%
  - Effective Interest Rate 6.11%

2. MORTALITY

For calculating the Funding Target, mortality follows the RP-2000 annuitant mortality table for 2011 as prescribed by the IRS, with no deaths assumed prior to retirement.

3. RETIREMENT

Vested inactive participants are assumed to retire at age 62 if eligible for early retirement, otherwise at age 65.

Future retirees are assumed to elect a single life annuity.

4. FUTURE PARTICIPATION AND SERVICE

No future years of service for the purpose of accruing benefits are assumed to be earned after December 31, 2009.

5. PROBABILITY OF MARRIAGE

100% of non-retired participants were assumed married. Spouses were assumed to be the same age as participants.

6. ADMINISTRATIVE EXPENSES

It is assumed that the Plan's non-investment expenses will total $35,000 annually, payable at the beginning of the year (adopted February 1, 2009).

7. ACTUARIAL VALUE OF ASSETS

For funding requirements, the Plan uses the 24-month average value of assets per IRS Notice 2009-22 (adopted February 1, 2009).

8. ACTUARIAL COST METHOD

For purposes of calculating the Funding Target, we calculate the actuarial present value of benefits accrued as of the beginning of the plan year. This cost method is typically referred to as the Unit Credit method.

9. CHANGES IN ACTUARIAL ASSUMPTIONS

- The post-retirement mortality assumption used to calculate the Funding Target was updated to the projected RP-2000 annuitant mortality table for 2011 as prescribed by the IRS. No deaths were assumed to occur prior to retirement.

- The discount rates used to calculate the Funding Target are the February 2011 segment rates without phase-in.

Segment 1	Payments under 5 years	2.81%
Segment 2	Payments between 5 and 20 years	5.76%
Segment 3	Payments after 20 years	6.46%

SUMMARY OF THE PLAN

1. **NAME**

   SPS Technologies Waterford Company Pension Plan (formerly the Terry Machine Company Pension Plan)

2. **EFFECTIVE DATE**

   February 1, 1974. Amended and restated effective February 1, 2009.

3. **TYPE OF PLAN**

   Trusteed plan with a corporate trustee, administered by a committee appointed by the Company's Board of Directors.

4. **EMPLOYER**

   SPS Technologies Waterford Company.

5. **EMPLOYEES ELIGIBLE TO PARTICIPATE**

   All employees who are not covered by a collective bargaining agreement will be eligible to participate. Collectively bargained employees are excluded unless the bargaining agreement specifically provides for participation. An eligible employee will begin participation on February 1 or August 1 coincident with or next following completion of one Year of Eligibility Service and attainment of age 21. Effective December 31, 2009, no new entrants shall be eligible to participate in the Plan.

6. **NORMAL RETIREMENT DATE**

   A participant's normal retirement date shall be the first day of the month on or after the later of his 65th birthday or the fifth anniversary of the date on which the participant commenced participation in the plan.

7. **NORMAL RETIREMENT BENEFIT**

   A participant's Normal Retirement Benefit is a monthly pension for the life of the participant equal to 30% of the participant's Average Monthly Compensation, reduced by 1/10 for each year credited service is less than ten years.

   Credited service was frozen effective December 31, 2009.

   Average Monthly Compensation is the total of a participant's annual compensation during the first five consecutive years out of the participant's last 10 years of vesting service prior to December 31, 2009, divided by 60. If a participant has less than 10 years of vesting service as of December 31, 2009, his Average Monthly Compensation is based on his compensation from his employment date to December 31, 2009, provided that no more than the first 60 months are considered. Compensation is total wages, subject to the annual 401(a)(17) compensation limits.

8. **OPTIONAL FORMS OF BENEFIT**

If a participant is married at the time of his retirement and does not elect otherwise, he will receive his monthly benefit in a form which will pay him a reduced monthly benefit for his life and, upon his death, pay his spouse 50% of that amount monthly for the remainder of the spouse's life. A married participant may optionally select a life annuity or a spousal annuity, which continues 75% or 100% of a reduced amount to the spouse after a participant's death. A non-married participant will receive a life annuity.

9. **EARLIEST RETIREMENT DATE**

The first day of any month on or after the date on which a member attains age 55 and completes 10 Years of Vesting Service.

10. **AMOUNT OF EARLY RETIREMENT PENSION**

Basic Retirement Benefit reduced by 1/2% for each month that early retirement precedes his normal retirement date.

11. **DISABILITY PENSION**

A participant who becomes totally disabled will be eligible to receive an immediate monthly benefit equal to the vested portion of his accrued benefit, actuarially reduced for early commencement.

12. **PRERETIREMENT DEATH BENEFITS**

If a participant dies while an active employee and before his normal retirement age, his beneficiary may receive a lump sum death benefit or, if vested and married, his spouse may receive a surviving spouse's benefit. The lump sum benefit is generally the lesser of $60,000 or 100 times the deceased participant's accrued benefit as of the January 31 immediately preceding the participant's death. The surviving spouse's benefit is the benefit that would have been payable to the spouse had the deceased participant terminated on the day of his death, survived to the earliest retirement date, retired under the 50% contingent beneficiary option, and died immediately.

If a vested terminated participant dies prior to commencing benefits, his beneficiary may receive the present value of the participant's vested accrued benefit, or if married, his spouse may receive a surviving spouse's benefit, as described above.

13. **VESTING**

A participant will be vested in their accrued benefit upon the earliest of:

(a) Completion of 5 years of vesting service.

(b) Attainment of normal retirement age.

A year of vesting service is earned for each plan year in which the participant worked at least 1,000 hours.

The accrued benefit is the normal retirement benefit based on Average Monthly Compensation on the determination date and assuming service to normal retirement, multiplied by the ratio of credited service over expected credited service if service continued to normal retirement.

14. PLAN CHANGES

There were no known changes to the Plan.

Schedule SB, line 22 – Description of Weighted Average Retirement Age
SPS Technologies Waterford Company Pension Plan
EIN/PN: 38-1966109/001

CALCULATION OF WEIGHTED AVERAGE RETIREMENT AGE

AGE	COUNT OF EXPECTED RETIREMENTS
62	125
63	1
64	0
65	91

WEIGHTED AVERAGE RETIREMENT AGE	63.2627
ROUNDED WEIGHTED AVERAGE RETIREMENT AGE	63

The Plan no longer has active participants. Terminated vested participants are assumed to retire at age 62 (or current age if greater) if eligible for early retirement or at age 65, if not eligible for early retirement. The counts of expected retirement ages are shown above. The weighted average retirement age was determined using the counts as weights.

EXTENSION GRANTED TO 11/15/12

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 02/01/2011 and ending 01/31/2012

A This return/report is for:
- ☐ a multiemployer plan;
- ☒ a single-employer plan;
- ☐ a multiple-employer plan; or
- ☐ a DFE (specify) _____

B This return/report is:
- ☐ the first return/report;
- ☐ an amended return/report;
- ☐ the final 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;
- ☐ special extension (enter description)
- ☐ automatic extension;
- ☐ the DFVC program;

Part II Basic Plan Information - enter all requested information

1a Name of plan
SPS TECHNOLOGIES WATERFORD COMPANY PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/1974

2a Plan sponsor's name and address, including room or suite number (Employer, if for a single-employer plan)

SPS TECHNOLOGIES WATERFORD COMPANY

301 HIGHLAND AVENUE

JENKINTOWN PA 19046

2b Employer Identification Number (EIN) 38-1966109

2c Sponsor's telephone number 248-623-0800

2d Business code (see instructions) 332700

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	Signature of plan administrator	11/9/12 Date	DAN DOHAR Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
V.012611

118401
11-15-11

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

For calendar plan year 2011 or fiscal plan year beginning 02/01/2011 and ending 01/31/2012

▶ **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	B Three-digit plan number (PN) ▶	001
SPS Technologies Waterford Company Pension Plan		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF	**D** Employer Identification Number (EIN)	
SPS Technologies Waterford Company	38-1966109	

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B | **F** Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1 Enter the valuation date: Month 2 Day 1 Year 2011

2	Assets:			
a	Market value	2a		8,427,434
b	Actuarial value	2b		8,167,827
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	3a	20	1,545,011
b	For terminated vested participants	3b	218	4,930,762
c	For active participants:			
(1)	Non-vested benefits	3c(1)		0
(2)	Vested benefits	3c(2)		0
(3)	Total active	3c(3)	0	0
d	Total	3d	238	6,475,773
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.11 %
6	Target normal cost	6		35,000

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 BRM — Signature of actuary — 10/08/2012 Date

Bruce R. Mitton — Type or print name of actuary — 11-05511 Most recent enrollment number

Milliman, Inc. — Firm name — (503) 227-0634 Telephone number (including area code)

111 SW Fifth Avenue, Suite 3700

Portland OR 97204-3654 — 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 [ ]