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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div><br><br><b>This Form is Open to Public Inspection</b> |
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|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u> |                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input checked="" type="checkbox"/>                                                                                                                                                                                                       |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                   |                                                                                                                                                                                                                                                                 |  |                                                                                                                                                                                          |
|-------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b>                                                                                                    | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                  |  |                                                                                                                                                                                          |
| <b>1a</b> Name of plan                                                                                            | <u>THE COOPERATIVE RETIREMENT INCOME PLAN</u>                                                                                                                                                                                                                   |  | <b>1b</b> Three-digit plan number (PN) ▶ <u>016</u><br><b>1c</b> Effective date of plan <u>07/01/1940</u>                                                                                |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) | <u>L-3 COMMUNICATIONS CORPORATION</u><br><br><div style="display: flex; justify-content: space-between;"> <div> <u>600 THIRD AVENUE</u><br/> <u>NEW YORK, NY 10016-1901</u> </div> <div> <u>3975 MCMANN ROAD</u><br/> <u>CINCINNATI, OH 45245</u> </div> </div> |  | <b>2b</b> Employer Identification Number (EIN) <u>13-3937436</u><br><b>2c</b> Sponsor's telephone number <u>212-697-1111</u><br><b>2d</b> Business code (see instructions) <u>334200</u> |

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

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

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 09/19/2013 | PAT HEMPHILL                                                 |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) |                                                   |            | Preparer's telephone number (optional)                       |

|                                                                                                                                                                                                                                                                                                                                                                                                                               |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                           |           | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|                                                                                                                                                                                                                                                                                                                                                                                                                               |           | <b>3c</b> Administrator's telephone number                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                               |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                             |           | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                       |           | <b>5</b> 372                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                        |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>a</b> Active participants.....                                                                                                                                                                                                                                                                                                                                                                                             | <b>6a</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                                                                                                                                                                                                                            | <b>6b</b> | 259                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                             | <b>6c</b> | 83                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                      | <b>6d</b> | 342                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                                                                                                                                                                                                                                     | <b>6e</b> | 22                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                       | <b>6f</b> | 364                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                                                                                                                                                                                                                                | <b>6g</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                                                                                                                                                                                                                                    | <b>6h</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                          |           | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>1A 1G 3H                                                                                                                                                                                                                                                      |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                   |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                 |           | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                     |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                             |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br>(3) <input checked="" type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |           | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
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| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection</b> |
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **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.

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>THE COOPERATIVE RETIREMENT INCOME PLAN</u>                                                                    | <b>B</b> Three-digit plan number (PN) ▶ <u>016</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>L-3 COMMUNICATIONS CORPORATION</u>                         | <b>D</b> Employer Identification Number (EIN)<br><u>13-3937436</u>                                                                                      |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|                                                                                                                                                                                                                 |                                      |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| <b>Part I</b>                                                                                                                                                                                                   | <b>Basic Information</b>             |
| <b>1</b> Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>                                                                                                                               |                                      |
| <b>2</b> Assets:                                                                                                                                                                                                |                                      |
| <b>a</b> Market value .....                                                                                                                                                                                     | <b>2a</b> <u>10229019</u>            |
| <b>b</b> Actuarial value .....                                                                                                                                                                                  | <b>2b</b> <u>10366672</u>            |
| <b>3</b> Funding target/participant count breakdown:                                                                                                                                                            |                                      |
| <b>a</b> For retired participants and beneficiaries receiving payment.....                                                                                                                                      | <b>3a</b> <u>283</u> <u>9088185</u>  |
| <b>b</b> For terminated vested participants.....                                                                                                                                                                | <b>3b</b> <u>89</u> <u>1874117</u>   |
| <b>c</b> For active participants:                                                                                                                                                                               |                                      |
| <b>(1)</b> Non-vested benefits.....                                                                                                                                                                             | <b>3c(1)</b> <u>0</u>                |
| <b>(2)</b> Vested benefits.....                                                                                                                                                                                 | <b>3c(2)</b> <u>0</u>                |
| <b>(3)</b> Total active .....                                                                                                                                                                                   | <b>3c(3)</b> <u>0</u>                |
| <b>d</b> Total .....                                                                                                                                                                                            | <b>3d</b> <u>372</u> <u>10962302</u> |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b) .....                                                                                                                   | <input type="checkbox"/>             |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                       | <b>4a</b>                            |
| <b>b</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 ..... | <b>4b</b>                            |
| <b>5</b> Effective interest rate .....                                                                                                                                                                          | <b>5</b> <u>6.89 %</u>               |
| <b>6</b> Target normal cost.....                                                                                                                                                                                | <b>6</b> <u>225000</u>               |

**Statement by Enrolled Actuary**

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

|                                                                          |                                        |
|--------------------------------------------------------------------------|----------------------------------------|
| <b>SIGN HERE</b>                                                         | <u>07/08/2013</u>                      |
| Signature of actuary                                                     | Date                                   |
| <u>THOMAS P. DAWIDOWICZ, FSA, EA, MAAA</u>                               | <u>11-02766</u>                        |
| Type or print name of actuary                                            | Most recent enrollment number          |
| <u>SIBSON CONSULTING</u>                                                 | <u>860-678-3014</u>                    |
| Firm name                                                                | Telephone number (including area code) |
| <u>30 WATERSIDE DRIVE, SUITE 300</u><br><u>FARMINGTON, CT 06032-3069</u> |                                        |
| Address of the firm                                                      |                                        |

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

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

**Schedule SB (Form 5500) 2012**  
**v. 120126**

| <b>Part II Beginning of Year Carryover Prefunding Balances</b>                                                                             |                       |                        |
|--------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
|                                                                                                                                            | (a) Carryover balance | (b) Prefunding balance |
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                                   | 44643                 | 0                      |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                | 0                     | 0                      |
| <b>9</b> Amount remaining (line 7 minus line 8) .....                                                                                      | 44643                 | 0                      |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>2.11</u> % .....                                                       | 942                   | 0                      |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                             |                       |                        |
| <b>a</b> Present value of excess contributions (line 38a from prior year) .....                                                            |                       | 574590                 |
| <b>b</b> Interest on (a) using prior year's effective interest rate of <u>6.16</u> % except as otherwise provided (see instructions) ..... |                       | 35395                  |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....                                              |                       | 609985                 |
| <b>d</b> Portion of (c) to be added to prefunding balance .....                                                                            |                       | 446992                 |
| <b>12</b> Other reductions in balances due to elections or deemed elections .....                                                          | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                               | 45585                 | 446992                 |

| <b>Part III Funding Percentages</b>                                                                                                                                        |           |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 90.07 % |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 90.07 % |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 80.37 % |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | <b>17</b> | %       |

| <b>Part IV Contributions and Liquidity Shortfalls</b>                                    |                                   |                                 |                          |                                   |                                 |
|------------------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| <b>18</b> Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                                 | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 12/28/2012                                                                               | 562000                            |                                 |                          |                                   |                                 |
| 04/12/2013                                                                               | 200000                            |                                 |                          |                                   |                                 |
| 07/01/2013                                                                               | 339000                            |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 | <b>Totals ►</b>          | <b>18(b)</b>                      | 1101000                         |
|                                                                                          |                                   |                                 |                          | <b>18(c)</b>                      | 0                               |

|                                                                                                                                                                                             |            |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------|
| <b>19</b> Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:                                                        |            |         |
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years. ....                                                                                        | <b>19a</b> | 0       |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                                                                                          | <b>19b</b> | 0       |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date .....                                                                     | <b>19c</b> | 1016111 |
| <b>20</b> Quarterly contributions and liquidity shortfalls:                                                                                                                                 |            |         |
| <b>a</b> Did the plan have a "funding shortfall" for the prior year? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                              |            |         |
| <b>b</b> If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |            |         |
| <b>c</b> If line 20a is "Yes," see instructions and complete the following table as applicable:                                                                                             |            |         |

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

**Part V Assumptions Used to Determine Funding Target and Target Normal Cost**

|                                                                                                                                                                                              |                       |                       |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                       |                       |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>5.54% | 2nd segment:<br>6.85% | 3rd segment:<br>7.52 % | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code).....                                                                                                                                                  |                       |                       |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                       |                       |                        | <b>22</b> 62                                        |
| <b>23</b> Mortality table(s) (see instructions) <input checked="" type="checkbox"/> Prescribed - combined <input type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                       |                       |                        |                                                     |

**Part VI Miscellaneous Items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>27</b> If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....                                    | <b>27</b>                                                           |

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

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

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6) .....                                                                                                                                           | <b>31a</b>          | 225000             |               |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           | <b>31b</b>          | 0                  |               |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |               |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 1088207             | 228853             |               |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |               |
| <b>33</b> 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 ..... | <b>33</b>           |                    |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...                                                            | <b>34</b>           | 453853             |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                | 45585               | 408268             | 453853        |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  | <b>36</b>           | 0                  |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) .....                                                  | <b>37</b>           | 1016111            |               |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       | <b>38a</b>          | 1016111            |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          | 453853             |               |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      | <b>39</b>           | 0                  |               |
| <b>40</b> Unpaid minimum required contributions for all years.....                                                                                                                   | <b>40</b>           | 0                  |               |

**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**

|                                                                                                |                                                                                                                         |  |  |
|------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|--|--|
| <b>41</b> If an election was made to use PRA 2010 funding relief for this plan:                |                                                                                                                         |  |  |
| <b>a</b> Schedule elected .....                                                                | <input type="checkbox"/> 2 plus 7 years <input type="checkbox"/> 15 years                                               |  |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....               | <input type="checkbox"/> 2008 <input type="checkbox"/> 2009 <input type="checkbox"/> 2010 <input type="checkbox"/> 2011 |  |  |
| <b>42</b> Amount of acceleration adjustment .....                                              | <b>42</b>                                                                                                               |  |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years ..... | <b>43</b>                                                                                                               |  |  |



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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2012 or fiscal plan year beginning <b>01/01/2012</b> and ending <b>12/31/2012</b>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><b>THE COOPERATIVE RETIREMENT INCOME PLAN</b>                                                                                                                                                                                                   | <b>B</b> Three-digit plan number (PN) <b>►</b>                                                                                                                                                                                                                               | <b>016</b>                                                                                               |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>L-3 COMMUNICATIONS CORPORATION</b>                                                                                                                                                                   | <b>D</b> Employer Identification Number (EIN)<br><br><b>13-3937436</b>                                                                                                                                                                                                       |                                                                                                          |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement |         | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|---------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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. |                               |         |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                 |         |                       |                 |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>                     |         |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                               |         |                       |                 |
| <b>(1)</b> Employer contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b>                  | 810000  |                       | 539000          |
| <b>(2)</b> Participant contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1b(2)</b>                  |         |                       |                 |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>                  |         |                       |                 |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               |         |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(1)</b>                  |         |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(2)</b>                  |         |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                               |         |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b>               |         |                       |                 |
| <b>(B)</b> All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(3)(B)</b>               |         |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               |         |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b>               |         |                       |                 |
| <b>(B)</b> Common .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(4)(B)</b>               |         |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>                  |         |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(6)</b>                  |         |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>                  |         |                       |                 |
| <b>(8)</b> Participant loans .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(8)</b>                  |         |                       |                 |
| <b>(9)</b> Value of interest in common/collective trusts.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1c(9)</b>                  |         |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(10)</b>                 |         |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>                 | 9433699 |                       | 10836316        |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(12)</b>                 |         |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>                 | 0       |                       | 0               |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>                 |         |                       |                 |
| <b>(15)</b> Other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(15)</b>                 |         |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 10243699              | 11375316        |

**Liabilities**

|                                                                           |           |       |       |
|---------------------------------------------------------------------------|-----------|-------|-------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |       |       |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 47425 | 50306 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |       |       |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |       |       |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 47425 | 50306 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 10196274 | 11325010 |
|-----------------------------------------------------------|-----------|----------|----------|

**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 |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 1101000    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 1101000   |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> | 0          |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 0         |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> |            |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            |           |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            |           |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            |           |

|                                                                                                |        | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (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)  |            | 1289306   |
| (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     |            | 0         |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 2390306   |

**Expenses**

|                                                                                     |       |         |         |
|-------------------------------------------------------------------------------------|-------|---------|---------|
| e Benefit payment and payments to provide benefits:                                 |       |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....     | 2e(1) | 1048219 |         |
| (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) |         | 1048219 |
| 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) | 213351  |         |
| (2) Contract administrator fees .....                                               | 2i(2) |         |         |
| (3) Investment advisory and management fees .....                                   | 2i(3) |         |         |
| (4) Other .....                                                                     | 2i(4) |         |         |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |         | 213351  |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |         | 1261570 |

**Net Income and Reconciliation**

|                                                         |       |  |         |
|---------------------------------------------------------|-------|--|---------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | 1128736 |
| l Transfers of assets:                                  |       |  |         |
| (1) To this plan.....                                   | 2l(1) |  |         |
| (2) From this plan .....                                | 2l(2) |  |         |

**Part III Accountant's Opinion**

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

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

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

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

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

(1) Name: PRICEWATERHOUSECOOPERS, LLP

(2) EIN: 13-4008324

**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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

**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.).....

**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.).....

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                              | Yes | No | Amount   |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                         |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                               |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                      | X   |    | 20000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                      |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                   |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                         |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                |     | X  |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)..... |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                           |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                           |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                  |     | X  |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                     |     |    |          |

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

**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) |
|--------------|-------------|
|              |             |
|              |             |
|              |             |
|              |             |
|              |             |

## Part V Trust Information (optional)

**6a** Name of trust

**6b** Trust's EIN

|                                                                                                                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------|-----|
| <div>SCHEDULE R<br/>(Form 5500)<br/><div>Department of the Treasury<br/>Internal Revenue Service</div><div>Department of Labor<br/>Employee Benefits Security Administration</div><div>Pension Benefit Guaranty Corporation</div></div>                                                                                                                      |  | <div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div> |  | <div>OMB No. 1210-0110</div> <div>2012</div> <div>This Form is Open to Public Inspection.</div> |     |
| For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012                                                                                                                                                                                                                                                                   |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| A Name of plan<br>THE COOPERATIVE RETIREMENT INCOME PLAN                                                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                 |  | B Three-digit plan number (PN) ▶                                                                | 016 |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>L-3 COMMUNICATIONS CORPORATION                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                 |  | D Employer Identification Number (EIN)<br>13-3937436                                            |     |
| 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                                                                                               | 0   |
| 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):<br>EIN(s): 13-7074646                                                                                                             |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 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                                                                                               | 8   |
| Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A<br>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 _____<br>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? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> 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?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> 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..... <input type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> Both <input checked="" type="checkbox"/> 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?..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 11 a Does the ESOP hold any preferred stock? ..... <input type="checkbox"/> Yes <input type="checkbox"/> 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.)..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| 12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                             |  |                                                                                                                                                                                                                                                                                                 |  |                                                                                                 |     |
| For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                                                                                                                                 |  | Schedule R (Form 5500) 2012 v. 120126                                                           |     |

**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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

- 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 lines (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 line 19(b)?  
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

THE COOPERATIVE RETIREMENT INCOME PLAN

Financial Statements as of  
and for the Years Ended  
December 31, 2012 and 2011

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**INDEX TO FINANCIAL STATEMENTS**

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Note: Supplemental schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA) have been omitted as the conditions under which they are required are not present.



## **Independent Auditor's Report**

To the Participants and Administrator of  
The Cooperative Retirement Income Plan:

We have audited the accompanying financial statements of The Cooperative Retirement Income Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of January 1, 2012, and the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan's net assets available for benefits as of December 31, 2012 and changes therein for the year then ended and its financial status as of December 31, 2011, and changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.

*PricewaterhouseCoopers LLP*

September 13, 2013

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**AS OF DECEMBER 31, 2012 AND 2011**  
**(Dollars in thousands)**

---

|                                              | <u>2012</u>      | <u>2011</u>      |
|----------------------------------------------|------------------|------------------|
| Assets:                                      |                  |                  |
| Interest in Master Trust, at fair value..... | \$ 10,836        | \$ 9,433         |
| Employer contribution receivable.....        | <u>539</u>       | <u>810</u>       |
| Total assets.....                            | <u>11,375</u>    | <u>10,243</u>    |
| Liabilities:                                 |                  |                  |
| Accrued expenses.....                        | <u>50</u>        | <u>47</u>        |
| Net assets available for benefits.....       | <u>\$ 11,325</u> | <u>\$ 10,196</u> |

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

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011**  
**(Dollars in thousands)**

|                                                               | <u>2012</u>      | <u>2011</u>      |
|---------------------------------------------------------------|------------------|------------------|
| Additions:                                                    |                  |                  |
| Interest in Master Trust investment income.....               | \$ 1,289         | \$ 238           |
| Employer contributions.....                                   | <u>1,101</u>     | <u>1,156</u>     |
| Total additions .....                                         | <u>2,390</u>     | <u>1,394</u>     |
| Deductions:                                                   |                  |                  |
| Benefit payments .....                                        | 1,048            | 1,008            |
| Plan expenses .....                                           | <u>213</u>       | <u>245</u>       |
| Total deductions .....                                        | <u>1,261</u>     | <u>1,253</u>     |
| Transfer out (See Note 5) .....                               | —                | (173)            |
| Net increase (decrease) .....                                 | 1,129            | (32)             |
| Net assets available for benefits,<br>beginning of year ..... | <u>10,196</u>    | <u>10,228</u>    |
| Net assets available for benefits,<br>end of year .....       | <u>\$ 11,325</u> | <u>\$ 10,196</u> |

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

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**STATEMENTS OF ACCUMULATED PLAN BENEFITS AND**  
**CHANGES IN ACCUMULATED PLAN BENEFITS AS OF**  
**AND FOR THE YEAR ENDED JANUARY 1, 2012**  
**(Dollars in thousands)**

---

| <b>Statement of Accumulated Plan Benefits:</b>                   | <b>January 1,<br/>2012</b> |
|------------------------------------------------------------------|----------------------------|
| Actuarial present value of accumulated plan benefits             |                            |
| Vested benefits:                                                 |                            |
| Participants currently receiving benefits .....                  | \$ 8,221                   |
| Other participants .....                                         | 1,614                      |
| Total vested benefits .....                                      | <u>9,835</u>               |
| Total actuarial present value of accumulated plan benefits ..... | <u>\$ 9,835</u>            |

| <b>Statement of Changes in Accumulated Plan Benefits:</b>     | <b>Year Ended<br/>January 1,<br/>2012</b> |
|---------------------------------------------------------------|-------------------------------------------|
| Actuarial present value of accumulated                        |                                           |
| plan benefits as of January 1, 2011 .....                     | \$ 10,469                                 |
| Increase (decrease) during the year attributable to:          |                                           |
| Benefits accumulated and actuarial experience .....           | 181                                       |
| Increase for interest due to decrease in discount period..... | 785                                       |
| Benefits paid.....                                            | (1,008)                                   |
| Change in actuarial assumptions <sup>(1)</sup> .....          | <u>(592)</u>                              |
| Net decrease.....                                             | <u>(634)</u>                              |
| Actuarial present value of accumulated                        |                                           |
| plan benefits as of January 1, 2012 .....                     | <u>\$ 9,835</u>                           |

<sup>(1)</sup> See Note 4 for changes in the more significant assumptions in the underlying actuarial computations for the year ended January 1, 2012.

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

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Dollars in thousands)**

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**1. Plan Description**

The following brief description of The Cooperative Retirement Income Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

L-3 Communications Corporation acquired certain business operations from Bulova Technologies on December 19, 2001, and in conjunction with the acquisition assumed sponsorship of the Plan. The Plan is a contributory defined benefit pension plan for eligible employees of L-3 Fuzing and Ordnance Systems, Inc. (formerly known as the BT Fuze division of L-3 Communications Corporation) who are members of the collective bargaining unit represented by the American Federation of Grain Millers AFL-CIO, CLC Local 387. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

In February 2011, the Plan sponsor discontinued the Voluntary Investment Plan (“VIP”) Feature of the Plan and transferred VIP contributions and accumulated earnings to an after-tax account in the L-3 Communications Master Savings Plan for each participant with account balances on the date of the transfer.

**2. Summary of Significant Accounting Policies**

Basis of Accounting

The accompanying financial statements are prepared using the accrual basis of accounting.

Interest in Master Trust

Investment assets of the Plan are maintained in the L-3 Communications Corporation Master Trust (the “Master Trust”) administered by The Bank of New York Mellon, as Trustee. The Plan participates in the Master Trust along with other defined benefit plans sponsored by the Company (collectively, the “L-3 Participating Plans”). At December 31, 2012 the only investment of the Plan is its undivided interest in the net assets of the Master Trust. The fair value of the Plan’s interest in the Master Trust is determined based on the beginning of year value of the Plan’s undivided interest in the trust plus actual contributions and allocated investment income (loss) less actual distributions and actual administrative expenses. Assets held in the Master Trust primarily consist of corporate equity securities, commingled trust funds and mutual funds, and corporate bonds. See Note 7 for a description of the valuation methodologies of the assets of the Master Trust.

The Master Trust records investment transactions on the trade-date, dividend income on the ex-dividend date, interest income as earned and determines realized gains and losses on sales of securities based on the average cost method.

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**NOTES TO FINANCIAL STATEMENTS - continued**  
**(Dollars in thousands)**

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Net Investment Income from Master Trust

The net investment income from the Master Trust includes interest and dividend income and net appreciation or depreciation in the fair value of investments, which includes net gains or losses realized upon disposition of investments and net unrealized appreciation or depreciation of investments. The net investment income or loss is allocated to the L-3 Participating Plans based upon the relationship of each plan's respective monthly balances in the investment pool to the total investments of the Master Trust, as determined on a monthly basis.

Benefit Payments

Benefit payments are recorded when paid.

Plan Expenses

The administrative expenses of the Plan are paid for by the Plan. Administrative expenses are allocated to the Plan at the direction of the Company based upon the Plan's respective portion of the expense. Investment management fees of the Master Trust are allocated to the L-3 Participating Plans based upon the relationship of each plan's respective monthly balances in the investment pool to the total investments of the Master Trust, as determined on a monthly basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make significant estimates and assumptions that affect the reported amounts of assets, liabilities, benefit obligations, and changes therein, disclosures of contingent assets, liabilities and benefit obligations, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results will differ from those estimates.

Risks and Uncertainties

Plan contributions and the actuarial present value of accumulated plan benefits are determined based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption process, it is at least reasonably possible that changes in the estimates and assumptions in the near term would be material to the financial statements.

The investments held in the Master Trust are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect the investments and related allocation reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**NOTES TO FINANCIAL STATEMENTS - continued**  
**(Dollars in thousands)**

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Subsequent Events

The Plan continued to evaluate events after the Statement of Net Assets Available for Benefits date through September 13, 2013, the date the financial statements were available to be issued.

**3. Contributions**

Generally, the Company's funding policy is to contribute amounts in accordance with the Internal Revenue Code ("IRC") and the minimum funding requirements under ERISA. There is no funding required from the Company to the Plan in 2012 under the minimum funding requirements of ERISA. Contributions required from the Company in 2011 to the Plan under the minimum funding requirements of ERISA were \$512. Contributions are calculated using the Projected Unit Credit Actuarial Cost Method. Under this method, the total actuarial liability for participants is the actuarial present value as of the valuation date of all benefits attributed by the pension benefit formula to employee service rendered prior to that date, which assumes the normal cost will increase each year for each employee as he or she approaches retirement age. The yield (interest, dividends and net realized and unrealized gains and losses) on investments of the Plan serves to adjust future contributions that will be required to provide for the defined level of benefits. The funding target is measured on an accrual-to-date basis using mandated mortality tables and interest rates with no salary projection past the end of the year.

Defined Benefit Feature - Each participant in the Plan contributed 1 percent of the first \$3 of his/her annual earnings plus 3 percent of earnings in excess of \$3. The Company contributed such remaining amounts as necessary on an actuarial basis to provide the Plan with assets sufficient to meet the benefits to be paid to plan participants. Active employees' accumulated contributions at December 31, 2012 and 2011 were \$0 because there were no active participants.

Employee contributions to the VIP feature of the Plan were made periodically based on payroll withholdings and semi-annual voluntary contributions limited to 10 percent of an employee's annual earnings. In addition, contributions to the VIP feature were subject to the limitations provided for in the Internal Revenue Code.

**4. Plan Benefits**

Accumulated plan benefits are those future periodic payments, including lump sum distributions that are attributable under the Plan's provisions to the service that 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.

With regard to the defined benefit feature of the Plan, the Plan permits early retirement for participants at ages 55 to 62 with at least 5 or more years of service, depending on which set of grandfathered benefit provisions is applicable to the participant. Under all provisions, the benefit

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**NOTES TO FINANCIAL STATEMENTS - continued**  
**(Dollars in thousands)**

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may begin at the date of early retirement, reduced by a certain percentage for each year by which commencement of benefits precedes the normal retirement date, age 65. The monthly benefit a participant is entitled to upon reaching age 65 is  $1/12^{\text{th}}$  of the greater of the sum of 2% of the participant's compensation during a period of credited service after January 1, 1989, plus the participant's accrued benefit as of December 31, 1988 or the minimum retirement income per the Plan Table II contained in the plan document. Retirees may elect to receive their pension benefits in the form of a joint and survivor annuity or a life annuity payable monthly from the date of retirement. Under the joint and survivor annuity, if a vested participant dies prior to the date pension benefits commence, the surviving spouse of the deceased vested participant generally receives benefits equal to 75% of the amount which would have been payable to the retiree. Under the life annuity, there are no continuing payments after the death of the retiree.

For the VIP feature, each participant's account was credited with the participant's contribution and an allocation of applicable fund earnings, and charged with an allocation of applicable administrative expenses. Allocations were based on participant earnings or account balances. The benefit to which a participant was entitled was the benefit that can be provided from the participant's vested account. Distribution of a participant's benefit was made as a lump sum payment.

The actuarial present value of the accumulated plan benefits is determined by an independent actuary 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 probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of January 1, 2012 and 2011 were:

|                                                                                       |                                                                                                                                                                            |
|---------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mortality basis                                                                       | RP-2000 Combined Annuitant and Non-Annuitant Tables with static projection through the valuation date plus another 7 years for annuitants and 15 years for non-annuitants. |
| Retirement                                                                            | Retirement at 62 for terminated vested participants                                                                                                                        |
| Discount rate for the determination of the present value of accumulated plan benefits | 2012 - 8.25%; 2011 - 7.5%                                                                                                                                                  |

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 may be applicable in determining the actuarial present value of accumulated Plan benefits. The computation of the actuarial present value of accumulated plan benefits was made as of January 1, 2012.

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**NOTES TO FINANCIAL STATEMENTS - continued**  
**(Dollars in thousands)**

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**5. *Benefit-Responsive Investment Contracts***

The VIP held investments in a Guranteed Income Fund (“Fund”) until February 2011. The Fund was an insurance company issued Evergreen Group Annuity. Under the group annuity insurance contract that supports the Fund, participants could direct permitted withdrawals or transfers of all or a portion of their account balances at contract value within reasonable timeframes. All investment contracts held by the Fund were held directly between the Fund and the issuer of the contract and are nontransferable. The Fund invested in underlying assets. The Fund’s ability to receive amounts due pursuant to these contracts was dependent upon the issuers’ ability to meet their financial obligations.

The fair value amount approximated the contract value. There were no specific securities in the general account that backed the liabilities of this annuity contract and Plan management had concluded that it would not be appropriate to use market value of the securities within the insurer’s general account to determine a fair value. The Fund owned a promise to pay interest at crediting rates, which were announced and guaranteed for a specified period of time. There were no known cash flows of the Fund that could be discounted.

Interest was credited on contract balances using a single portfolio rate approach. Under this methodology, a single interest crediting rate was applied to all contributions made to the Fund regardless of the timing of those contributions. Interest crediting rates were reviewed on a semi-annual basis for resetting. When establishing interest crediting rates for the Fund, Prudential Insurance considered current economic and market conditions, the general interest rate environment and both the expected and actual experience of a reference portfolio within the issuer’s general account. These rates were established without the use of a specific formula. The minimum crediting interest rate under the contract was 1.50%.

Generally, there were no events that could limit the ability of the Plan to transact at contract value paid within 90 days or in rare circumstances, contract value paid over time. There were no events that allowed the issuer to terminate the contract and which required the Plan sponsor to settle at an amount different than contract value paid either within 90 days or over time.

The average yield earned by the Guaranteed Income Fund for all fully benefit-responsive investment contracts for the year ended December 31, 2011 was 1.25% based on actual earnings and based on interest rate credited to participants. The average earnings yield was calculated by dividing the earnings credited to the Plan on the last day of the plan year by the end of the plan year fair value annualized. The average crediting rate was calculated by dividing the earnings credited to the participants on the last day of the plan year by the end of plan year fair value annualized.

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**NOTES TO FINANCIAL STATEMENTS - continued**  
**(Dollars in thousands)**

**6. Master Trust Investments**

The fair value of the assets and liabilities of the Master Trust at December 31, 2012 and 2011 is presented in the table below. The Plan's percentage interest in the Master Trust was 0.6% at December 31, 2012 and 2011.

|                                               | <u>2012</u>         | <u>2011</u>         |
|-----------------------------------------------|---------------------|---------------------|
| Corporate equity securities .....             | \$ 1,114,363        | \$ 860,292          |
| Commingled trust funds and mutual funds ..... | 556,650             | 524,547             |
| Corporate bonds .....                         | 101,019             | 82,858              |
| Forward contracts .....                       | (107)               | 264                 |
| Accrued income .....                          | 3,741               | 3,701               |
| Unsettled trades, net .....                   | 288                 | 758                 |
|                                               | <u>\$ 1,775,954</u> | <u>\$ 1,472,420</u> |

The following presents the investment income of the Master Trust for the years ended December 31, 2012 and 2011.

|                                       | <u>2012</u>       | <u>2011</u>      |
|---------------------------------------|-------------------|------------------|
| Net appreciation of investments ..... | \$ 166,841        | \$ 9,565         |
| Interest .....                        | 7,724             | 6,674            |
| Dividends .....                       | 33,021            | 29,848           |
| Other .....                           | 78                | 256              |
|                                       | <u>\$ 207,664</u> | <u>\$ 46,343</u> |

The following presents the net appreciation (depreciation) in fair value of the Master Trust's investments, including realized gains and losses, and the unrealized appreciation and depreciation of investments for the years ended December 31, 2012 and 2011.

|                                               | <u>2012</u>       | <u>2011</u>     |
|-----------------------------------------------|-------------------|-----------------|
| Corporate equity securities .....             | \$ 129,976        | \$ 15,978       |
| Commingled trust funds and mutual funds ..... | 26,453            | (3,523)         |
| Corporate bonds .....                         | 10,371            | (3,087)         |
| Forward contracts .....                       | (360)             | 246             |
| Other .....                                   | 401               | (49)            |
|                                               | <u>\$ 166,841</u> | <u>\$ 9,565</u> |

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**NOTES TO FINANCIAL STATEMENTS - continued**  
**(Dollars in thousands)**

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**7. Fair Value Measurements**

The Plan adopted the standards for fair value measurements. The provisions of the standards are applicable to all of the Plan's assets and liabilities that are measured and recorded at fair value. The Benefit Plan Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodian. The standards establish a framework for measuring fair value and expand related disclosures. The standards define fair value as the price that would be received for an asset or the exit price that would be paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants. It establishes a fair value hierarchy that gives the highest priority to observable inputs and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are described below.

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date. The Plan's Level 1 assets include equity securities, a mutual fund classified under Fixed Income – Investment Grade and Real Estate Investment Trusts, all of which fair value is derived from quoted market prices.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. The fair value is determined using a valuation model based on observable market inputs. The Plan's Level 2 assets primarily include commingled trust funds and corporate high-yield bonds.

Level 3: Pricing inputs that are generally unobservable inputs and not corroborated by market data. The Plan has no Level 3 assets.

The table below reports by level, within the fair value hierarchy, the assets held in the Master Trust at fair value as of December 31, 2012 and 2011, including a description of the valuation methodologies. As required by the standards, each asset is classified based on the lowest level of input that is significant to the fair value measurement. There were no transfers during the year between levels 1, 2 or 3.

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**NOTES TO FINANCIAL STATEMENTS - continued**  
**(Dollars in thousands)**

| Asset Category                        | Fair Value Measured at<br>December 31, 2012 |                   |             |                     | Fair Value Measured at<br>December 31, 2011 |                   |             |                     |
|---------------------------------------|---------------------------------------------|-------------------|-------------|---------------------|---------------------------------------------|-------------------|-------------|---------------------|
|                                       | Level 1                                     | Level 2           | Level 3     | Total               | Level 1                                     | Level 2           | Level 3     | Total               |
| Equity securities <sup>(1)</sup> :    |                                             |                   |             |                     |                                             |                   |             |                     |
| U.S. Equity.....                      | \$ 905,144                                  | \$ —              | \$ —        | \$ 905,144          | \$ 717,777                                  | \$ —              | \$ —        | \$ 717,777          |
| International Equity .....            | 67,605                                      | 118,590           | —           | 186,195             | 65,732                                      | 101,520           | —           | 167,252             |
| Fixed Income —                        |                                             |                   |             |                     |                                             |                   |             |                     |
| Investment Grade <sup>(2)</sup> ..... | 196,806                                     | 199,003           | —           | 395,809             | 188,868                                     | 188,388           | —           | 377,256             |
| Fixed Income —                        |                                             |                   |             |                     |                                             |                   |             |                     |
| High Yield <sup>(3)</sup> .....       | —                                           | 106,785           | —           | 106,785             | —                                           | 87,023            | —           | 87,023              |
| Real Estate Investment                |                                             |                   |             |                     |                                             |                   |             |                     |
| Trusts <sup>(4)</sup> .....           | 139,767                                     | —                 | —           | 139,767             | 101,176                                     | —                 | —           | 101,176             |
| Other <sup>(5)</sup> .....            | —                                           | 42,254            | —           | 42,254              | —                                           | 21,936            | —           | 21,936              |
| Total .....                           | <u>\$ 1,309,322</u>                         | <u>\$ 466,632</u> | <u>\$ —</u> | <u>\$ 1,775,954</u> | <u>\$ 1,073,553</u>                         | <u>\$ 398,867</u> | <u>\$ —</u> | <u>\$ 1,472,420</u> |

(1) Equity securities consist of investments in common stock of U.S. and international companies. The fair value of equity securities is based on quoted market prices available in active markets at the close of a trading day, primarily the New York Stock Exchange (NYSE), National Association of Securities Dealers Automated Quotations (NASDAQ), and various international exchanges. The Level 2 investment balance is derived from a regulated commingled equity trust fund, which fair value is based on the net asset value (NAV) at the end of each month. The NAV is calculated by the fund manager based on the fair value of the funds holdings, primarily equity securities traded in active markets, determined as of the end of each month. Withdrawals are permitted monthly based on NAV.

(2) Approximately 50% of plan assets that are invested in the Fixed Income — Investment Grade asset category consist of a mutual fund offered by a registered investment company (the “Fund”). The Fund invests in investment grade fixed income securities, mortgaged-backed securities, U.S. treasury and agency bonds and corporate bonds. This Fund is classified by the Company as a Level 1 measurement within the fair value hierarchy. The remaining 50% of plan assets are invested in a regulated commingled bond trust fund (the “Bond Fund”) and classified as Level 2. As this Bond Fund does not trade in an active market, the fair value is based on NAVs calculated by fund managers based on yields currently available on comparable bonds of issuers with similar credit ratings, quoted prices of similar bonds in an active market, or cash flows based on observable inputs. Withdrawals are permitted monthly based on NAV.

(3) Fixed Income — High Yield consists of investments in corporate high-yield bonds from various industries. The fair values of these investments are based on yields currently available on comparable bonds of issuers with similar credit ratings, quoted prices of similar bonds in an active market, or cash flows based on observable inputs.

(4) Real Estate Investment Trusts (REITs) consist of securities that trade on the major exchanges and invest directly in real estate, either through properties or mortgages.

(5) Other consists primarily of cash equivalents maintained in commingled trust funds, which invest primarily in short term, high quality money market securities such as government obligations, commercial paper, time deposits and certificates of deposit, and are classified as Level 2.

## 8. Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated February 10, 2012, that the Plan is designed in accordance with the applicable sections of the IRC. The Plan has not been amended since receiving the determination letter. The Plan administrator and the Plan’s counsel believe that the Plan is designed and is currently being operated in compliance with the applicable regulations of the IRC; therefore, no provision for income taxes has been included in the Plan’s financial statements.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions by the Plan, and has concluded that as of December 31, 2012, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**NOTES TO FINANCIAL STATEMENTS - continued**  
**(Dollars in thousands)**

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jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to the year ended December 31, 2009.

The Plan recognizes accrued interest and penalties related to unrecognized tax benefits in tax expense. There were no interest and penalties included in the Plan's financial statements.

**9. *Related-Party Transactions***

Certain plan investments held in the Master Trust are units of a commingled trust fund managed by BNY Mellon, the Plan's trustee. As described in Note 2, the Plan (through the Master Trust) paid certain expenses related to plan operations and investment activity to various service providers. These transactions are exempt party in interest transactions under ERISA.

**10. *Termination Priorities***

While the Company has not expressed any intention to do so, it is free to discontinue its contributions at any time and to terminate the Plan, subject to collective bargaining and the provisions set forth in ERISA.

In the event the Plan terminates, the net assets of the Plan will be allocated as specified by the Plan in accordance with ERISA, generally to provide the following benefits in the order indicated:

- a. Benefits attributable to employee contributions, taking into account those paid out before termination.
- b. Benefits attributable to participants who have retired at least three years before the termination date of the Plan or those participants who were eligible to retire and receive pension benefits at least three years before, but who did not elect to retire at that time.
- c. Benefits commencing at retirement age to participants who are eligible to receive guaranteed benefits under ERISA.
- d. All vested and non-vested benefits.

Whether participants receive all benefits to which they are entitled under the terms of the Plan should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan Sponsor and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation ("PBGC"), up to specified limits.

**THE COOPERATIVE RETIREMENT INCOME PLAN**  
**NOTES TO FINANCIAL STATEMENTS - continued**  
**(Dollars in thousands)**

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***11. Reportable Event***

Effective September 30, 2007, the BT Fuze manufacturing facility in Lancaster, Pennsylvania ceased all operations. As a result of the cessation of operations, L-3 Communications Corporation incurred a liability to the PBGC of \$5,607. The Company and the PBGC have agreed that the Company will issue and renew a letter of credit annually for a period up to and ending on September 30, 2012. The letter of credit expired on September 30, 2012, the agreement terminated and L-3 Communicaitons no longer has an obligation to the PBGC.

Attachment to 2012 Schedule SB of Form 5500  
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods  
The Cooperative Retirement Income Plan  
EIN 13-3937436 PN 016

Actuarial Assumptions and Methodologies (Funding)

|                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|-----------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Interest:</b>                              | The interest rates used for the 2012 plan year are the 24-month average corporate bond yields for August 2011. This valuation reflects the plan sponsor decision for the 2012 plan year not to opt out of funding stabilization. Under stabilization, the interest rates used for funding purposes are calculated in the usual manner but are then constrained to be within a corridor around a 25-year average. These discount rates are 5.54% for payments in the first 5 years, 6.85% for payments in years 6 – 20, and 7.52% for payments thereafter, which translates to an effective interest rate of 6.89%. Before reflecting funding stabilization, the discount rates are 2.06% for payments in the first 5 years, 5.25% for payments in years 6 – 20, and 6.32% for payments thereafter, which translates to an effective interest rate of 5.27%. (Prior year interest rates were the 24-month average corporate bond yields ending in August 2010, which were 3.78% for payments in the first 5 years, 6.31% for payments in years 6 – 20, and 6.57% for payments thereafter, which translates to an effective interest rate of 6.16%.) |
| <b>Mortality rates:</b>                       | RP2000 combined tables with static projection. Mortality is projected through the valuation date plus another 7 years for annuitants, and through the valuation date plus another 15 years for nonannuitants. This assumption is one of the choices allowed by the regulations. (Prior year mortality table assumption was similar to this year, except with one less year of projection.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Salary Increases:</b>                      | N/A – no active participants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Termination rates:</b>                     | N/A – no active participants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Disability rates:</b>                      | N/A – no active participants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Retirement (from active status) rates:</b> | N/A – no active participants                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Retirement from inactive status:</b>       | 100% at age 62                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Percent married:</b>                       | 70% of male participants and 55% of female participants are assumed to be married.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Age difference:</b>                        | For inactive participants for whom a spouse's date of birth was not provided it was assumed that husbands were three years older than their spouses.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Administrative expenses:</b>               | An expense assumption is required under PPA. Plan-related expenses of \$225,000 expected to be paid by the plan during the year were assumed in 2012. (Previously, \$125,000)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

Attachment to 2012 Schedule SB of Form 5500  
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods  
The Cooperative Retirement Income Plan  
EIN 13-3937436 PN 016

Actuarial Assumptions and Methodologies (Funding)

|                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                           |                         |
|--------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-------------------------|
| <b>Asset method:</b>                             | As selected by the plan sponsor, assets are determined by averaging the market value as of the valuation date and the adjusted market values as of the preceding two years. The resulting value is limited to between 90% to 110% of market value of assets. The adjusted market values reflect cash flow and expected earnings to the valuation date. The expected earnings are based on an assumed rate of return of 8.25% (previously, 7.50%), not to exceed the applicable third segment rate of 6.82% in 2010 and 6.57% in 2011. |                           |                         |
| <b>Funding method:</b>                           | Funding method is unit credit actuarial cost method, as prescribed by law. The liability is measured on an accrual-to-date basis using mandated mortality tables and interest rates with no salary projection past the end of the year.                                                                                                                                                                                                                                                                                               |                           |                         |
| <b>Annuities purchased:</b>                      | Annuities that were purchased from Cigna during 2003 are not included in the actuarial valuation.                                                                                                                                                                                                                                                                                                                                                                                                                                     |                           |                         |
| <b>Assumption changes since prior valuation:</b> | <u>Assumption Type</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <u>Current Assumption</u> | <u>Prior Assumption</u> |
|                                                  | Administrative Assumptions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | \$225,000                 | \$125,000               |
|                                                  | The above changes were based on Sibson Consulting's November 2011 analysis. The assumption changes did not result in a decrease in the ERISA funding shortfall for the current plan that would require IRS approval                                                                                                                                                                                                                                                                                                                   |                           |                         |

**Attachment to 2012 Schedule SB of Form 5500**  
**Schedule SB, Part V – Summary of Plan Provisions**  
**The Cooperative Retirement Income Plan**  
**EIN 13-3937436 PN 016**

**Summary of Plan Provisions**

This subsection summarizes the major provisions of the Plan as included in the valuation. It is not intended to be, nor should it be interpreted as, a complete statement of all plan provisions.

| <b>PLAN STATUS: NO MORE ACTIVE PARTICIPANTS</b> |                                                                                                                                                                                                                                                                                                                                                                                   |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
|-------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|---------------------------------|----|-----|----|----|----|----|----|----|----|----|----|----|----|----|-------|-----|
| <b>Normal retirement:</b>                       |                                                                                                                                                                                                                                                                                                                                                                                   |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| Age requirement:                                | 65                                                                                                                                                                                                                                                                                                                                                                                |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| Service requirement:                            | None                                                                                                                                                                                                                                                                                                                                                                              |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| Amount:                                         | Effective January 1, 1989, the monthly amount of basic retirement income is equal to 1/12 of the greater of the sum of (A) plus (B) or Plan Table II minimum retirement income:<br>(A) 2% of the Participant's compensation during a period of credited service after January 1, 1989.<br>(B) The Participant's accrued benefit as of December 31, 1988                           |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| <b>Early retirement:</b>                        |                                                                                                                                                                                                                                                                                                                                                                                   |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| Age requirement:                                | 55                                                                                                                                                                                                                                                                                                                                                                                |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| Service requirement:                            | 5 years of service                                                                                                                                                                                                                                                                                                                                                                |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| Amount:                                         | Unreduced normal retirement pension accrued if age 62 or later, or age 55 and 30 years of service. Otherwise, the following reduction factors apply.                                                                                                                                                                                                                              |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
|                                                 | <table> <tr> <th><u>Age at Retirement</u></th><th><u>Early Retirement Factors</u></th></tr> <tr> <td>55</td><td>56%</td></tr> <tr> <td>56</td><td>60</td></tr> <tr> <td>57</td><td>65</td></tr> <tr> <td>58</td><td>69</td></tr> <tr> <td>59</td><td>75</td></tr> <tr> <td>60</td><td>80</td></tr> <tr> <td>61</td><td>87</td></tr> <tr> <td>62-64</td><td>100</td></tr> </table> | <u>Age at Retirement</u> | <u>Early Retirement Factors</u> | 55 | 56% | 56 | 60 | 57 | 65 | 58 | 69 | 59 | 75 | 60 | 80 | 61 | 87 | 62-64 | 100 |
| <u>Age at Retirement</u>                        | <u>Early Retirement Factors</u>                                                                                                                                                                                                                                                                                                                                                   |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| 55                                              | 56%                                                                                                                                                                                                                                                                                                                                                                               |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| 56                                              | 60                                                                                                                                                                                                                                                                                                                                                                                |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| 57                                              | 65                                                                                                                                                                                                                                                                                                                                                                                |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| 58                                              | 69                                                                                                                                                                                                                                                                                                                                                                                |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| 59                                              | 75                                                                                                                                                                                                                                                                                                                                                                                |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| 60                                              | 80                                                                                                                                                                                                                                                                                                                                                                                |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| 61                                              | 87                                                                                                                                                                                                                                                                                                                                                                                |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| 62-64                                           | 100                                                                                                                                                                                                                                                                                                                                                                               |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| <b>Disability:</b>                              |                                                                                                                                                                                                                                                                                                                                                                                   |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| Age requirement:                                | None                                                                                                                                                                                                                                                                                                                                                                              |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| Service requirement:                            | 5 years and active at time of disability                                                                                                                                                                                                                                                                                                                                          |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |
| Amount:                                         | Normal pension based on accrued benefit payable immediately                                                                                                                                                                                                                                                                                                                       |                          |                                 |    |     |    |    |    |    |    |    |    |    |    |    |    |    |       |     |

**Attachment to 2012 Schedule SB of Form 5500**  
**Schedule SB, Part V – Summary of Plan Provisions**  
**The Cooperative Retirement Income Plan**  
**EIN 13-3937436 PN 016**

**Summary of Plan Provisions *continued***

|                                       |                                                                                                                                                                                                                                                                                                    |
|---------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Vesting:</b>                       |                                                                                                                                                                                                                                                                                                    |
| Age requirement:                      | None                                                                                                                                                                                                                                                                                               |
| Service requirement:                  | 5 years of service                                                                                                                                                                                                                                                                                 |
| Amount:                               | Accrued pension payable at age 65. Early retirement at the factors described on the previous page is also available.                                                                                                                                                                               |
| Vesting percentage:                   | 100%                                                                                                                                                                                                                                                                                               |
| <b>Pre-retirement death benefits:</b> |                                                                                                                                                                                                                                                                                                    |
| Amount:                               | If married, 75% of the full accrued benefit. There is no reduction for early retirement or the Joint and Survivor form of benefit. Benefits commence immediately, or at the participant's early retirement age, if later. If not married, a refund of employee contributions and interest is paid. |
| <b>Participation:</b>                 |                                                                                                                                                                                                                                                                                                    |
| Age requirement:                      | None                                                                                                                                                                                                                                                                                               |
| Service requirement:                  | January 1 or July 1 after completion of 1,000 hours during a plan year                                                                                                                                                                                                                             |
| <b>Groups covered:</b>                |                                                                                                                                                                                                                                                                                                    |
| Group:                                | A collective bargaining unit represented by the American Federation of Grain Millers, AFL-CLO, CLC Local 387, or Hamilton Plant Security Union.                                                                                                                                                    |
| <b>Service:</b>                       |                                                                                                                                                                                                                                                                                                    |
| Vesting:                              | All service from date of hire                                                                                                                                                                                                                                                                      |
| Benefit:                              | Benefit credit is given for any year in which the participant contributes to the Plan.                                                                                                                                                                                                             |
| <b>Participant Contributions:</b>     |                                                                                                                                                                                                                                                                                                    |
| Amount:                               | 1% of compensation up to \$3,000 plus 3% of compensation in excess of \$3,000. Interest is credited at an annual rate equal to the greater of 7% or 120% of the Federal mid-term rate for the beginning of the Plan Year.                                                                          |
| <b>Participant Compensation:</b>      |                                                                                                                                                                                                                                                                                                    |
| Pensionable earnings:                 | W-2 Earnings plus amounts excluded from an employee's gross income pursuant to IRC Sections 125, 132(f)(4) and 402(c)(3)                                                                                                                                                                           |

**Attachment to 2012 Schedule SB of Form 5500**  
**Schedule SB, Part V – Summary of Plan Provisions**  
**The Cooperative Retirement Income Plan**  
**EIN 13-3937436 PN 016**

**Summary of Plan Provisions *continued***

| <b>Forms of Benefit:</b> |                                                                                                                                                                                                                                                                                         |
|--------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Normal Form:             | Modified cash refund form for single participants; reduced 50% Joint and Survivor Annuity for married participants.                                                                                                                                                                     |
| Optional Forms:          | 50%, 75%, 100% Joint and Survivor Annuity; Social Security Option.                                                                                                                                                                                                                      |
| Actuarial Equivalence:   | 1971 Group Annuity Mortality Table for male lives, with a 2 year setback for participants and a 4 year setback for spouses and contingent pensioners; 6% interest.                                                                                                                      |
| Lump sum benefits:       | Benefits with a present value less than \$1,000 are automatically cashed out. Benefits with a present value between \$1,000 and \$5,000 are also automatically cashed out, but may not be cashed out before the participant's Normal Retirement Date without the participant's consent. |

**Most Recent Plan Amendments**

| <b>Plan Amendment</b>                                                                                                                                                                                                                                                                                                                                                    | <b>Effective Date</b>                                                                       | <b>Reflected in 2011 Actuarial Valuation</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|----------------------------------------------|
| 1. The plan was amended to include the 75% Joint and Survivor as an optional form of benefit.                                                                                                                                                                                                                                                                            | January 1, 2007                                                                             | Yes                                          |
| 2. The 66 2/3% Joint and Survivor and Social Security Level Income Option for all ages other than 62 were eliminated.                                                                                                                                                                                                                                                    | September 1, 2008                                                                           | Yes                                          |
| 3. The statutory maximum benefit payable under the plan was updated.                                                                                                                                                                                                                                                                                                     | January 1, 2007                                                                             | Yes                                          |
| 4. The plan was amended to comply with tax laws.                                                                                                                                                                                                                                                                                                                         | January 1, 2007                                                                             | Yes                                          |
| 5. a. The definition of Earnings was amended.<br>b. The definition of Employer was changed to L-3 Fuzing and Ordinance Systems<br>c. The definition of Service was amended.<br>d. The plan was amended to reflect the Heroes Earnings Assistance and Relief Tax (HEART) Act of 2008.<br>e. The section on participant voluntary contributions was removed from the plan. | January 1, 2010<br>January 1, 2009<br>January 1, 2010<br>January 1, 2007<br>January 1, 2011 | Yes                                          |
| 6. The definition of Earnings was amended to include short-term disability pay and pay for periods of qualified military service.                                                                                                                                                                                                                                        | July 1, 2011                                                                                | Yes                                          |

*The plan document was restated effective January 1, 2012. Unless otherwise noted, the restatement had no material impact on the valuation.*

Attachment to 2012 Schedule SB of Form 5500  
Schedule SB, Line 32 – Schedule of Amortization Bases  
The Cooperative Retirement Income Plan  
EIN 13-3937436 PN 016

**Schedule of Shortfall Amortization Bases as of January 1, 2012**

| Year Established | Original Base | Present Value<br>of Remaining<br>Installments | Years Remaining | Shortfall<br>Amortization<br>Charge |
|------------------|---------------|-----------------------------------------------|-----------------|-------------------------------------|
| 2012             | (\$932,827)   | (\$932,827)                                   | 7               | (\$158,324)                         |
| 2011             | 2,353,239     | 2,021,034                                     | 6               | \$387,177                           |
|                  |               |                                               |                 |                                     |
| <b>Total</b>     |               | <b>\$1,088,207</b>                            |                 | <b>\$228,853</b>                    |

Attachment to 2012 Schedule SB of Form 5500  
Schedule SB, line 24 - Change in Actuarial Assumptions  
The Cooperative Retirement Income Plan  
EIN 13-3937436 PN 016

**Change in Actuarial Assumptions**

| Assumption changes<br>since prior valuation:                                                                                                                                                                                                                              | <u>Assumption Type</u>  | <u>Current Assumption</u> | <u>Prior Assumption</u> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|---------------------------|-------------------------|
|                                                                                                                                                                                                                                                                           | Administrative expenses | \$225,000                 | \$125,000               |
| <i>The above changes were based on Sibson Consulting's November 2011 analysis to better reflect anticipated plan experience. The assumption changes did not result in a decrease in the ERISA funding shortfall for the current plan that would require IRS approval.</i> |                         |                           |                         |

|                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

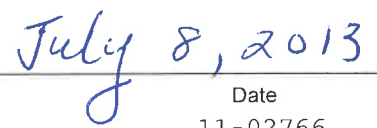
► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

|                                                                                                                                           |                                                                                                                                                         |            |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br>The Cooperative Retirement Income Plan                                                                           | <b>B</b> Three-digit plan number (PN)                                                                                                                   | <u>016</u> |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br>L-3 Communications Corporation                                | <b>D</b> Employer Identification Number (EIN)<br>13-3937436                                                                                             |            |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |            |

|                                 |                                                                                                                                                                                                           |                            |                    |
|---------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------------------|
| <b>Part I Basic Information</b> |                                                                                                                                                                                                           |                            |                    |
| 1                               | Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>                                                                                                                                  |                            |                    |
| 2                               | Assets:                                                                                                                                                                                                   |                            |                    |
|                                 | <b>a</b> Market value                                                                                                                                                                                     | <b>2a</b>                  | 10229019           |
|                                 | <b>b</b> Actuarial value                                                                                                                                                                                  | <b>2b</b>                  | 10366672           |
| 3                               | Funding target/participant count breakdown:                                                                                                                                                               | (1) Number of participants | (2) Funding Target |
|                                 | <b>a</b> For retired participants and beneficiaries receiving payment                                                                                                                                     | <b>3a</b>                  | 283 9088185        |
|                                 | <b>b</b> For terminated vested participants                                                                                                                                                               | <b>3b</b>                  | 89 1874117         |
|                                 | <b>c</b> For active participants:                                                                                                                                                                         |                            |                    |
|                                 | (1) Non-vested benefits                                                                                                                                                                                   | <b>3c(1)</b>               | 0                  |
|                                 | (2) Vested benefits                                                                                                                                                                                       | <b>3c(2)</b>               | 0                  |
|                                 | (3) Total active                                                                                                                                                                                          | <b>3c(3)</b>               | 0 0                |
|                                 | <b>d</b> Total                                                                                                                                                                                            | <b>3d</b>                  | 372 10962302       |
| 4                               | If the plan is in at-risk status, check the box and complete lines (a) and (b): <input type="checkbox"/>                                                                                                  |                            |                    |
|                                 | <b>a</b> Funding target disregarding prescribed at-risk assumptions                                                                                                                                       | <b>4a</b>                  |                    |
|                                 | <b>b</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 | <b>4b</b>                  |                    |
| 5                               | Effective interest rate                                                                                                                                                                                   | <b>5</b>                   | 6.89%              |
| 6                               | Target normal cost                                                                                                                                                                                        | <b>6</b>                   | 225000             |

**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.

|                  |                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                          |
|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SIGN HERE</b> | THOMAS P. DAWIDOWICZ<br><div style="text-align: center;"></div> Signature of actuary<br>THOMAS P. DAWIDOWICZ, FSA, EA, MAAA<br>Type or print name of actuary<br>SIBSON CONSULTING<br>Firm name<br>30 WATERSIDE DRIVE, SUITE 300<br>FARMINGTON CT 06032-3069<br>Address of the firm | <div style="text-align: center;"></div> Date<br>11-02766<br>Most recent enrollment number<br>860-678-3014<br>Telephone number (including area code) |
|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

| Part II Beginning of Year Carryover Prefunding Balances |                                                                                                                                    | (a) Carryover balance | (b) Prefunding balance |
|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| 7                                                       | Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                                    | 44643                 | 0                      |
| 8                                                       | Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                 | 0                     | 0                      |
| 9                                                       | Amount remaining (line 7 minus line 8) .....                                                                                       | 44643                 | 0                      |
| 10                                                      | Interest on line 9 using prior year's actual return of <u>2.11%</u> .....                                                          | 942                   | 0                      |
| 11                                                      | Prior year's excess contributions to be added to prefunding balance:                                                               |                       |                        |
|                                                         | a Present value of excess contributions (line 38a from prior year) .....                                                           |                       | 574590                 |
|                                                         | b Interest on (a) using prior year's effective interest rate of <u>6.16%</u> except as otherwise provided (see instructions) ..... |                       | 35395                  |
|                                                         | c Total available at beginning of current plan year to add to prefunding balance .....                                             |                       | 609985                 |
|                                                         | d Portion of (c) to be added to prefunding balance .....                                                                           |                       | 446992                 |
| 12                                                      | Other reductions in balances due to elections or deemed elections .....                                                            | 0                     | 0                      |
| 13                                                      | Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                                 | 45585                 | 446992                 |

| Part III Funding Percentages |                                                                                                                                                                  |    |        |
|------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|--------|
| 14                           | Funding target attainment percentage .....                                                                                                                       | 14 | 90.07% |
| 15                           | Adjusted funding target attainment percentage .....                                                                                                              | 15 | 90.07% |
| 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 | 80.37% |
| 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<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 12/28/2012                                                                        | 562000                            |                                 |                          |                                   |                                 |
| 04/12/2013                                                                        | 200000                            |                                 |                          |                                   |                                 |
| 07/01/2013                                                                        | 339000                            |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
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|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 |                          |                                   |                                 |
| Totals ►                                                                          |                                   |                                 | 18(b)                    | 1101000                           | 18(c) 0                         |

|                                                                                                                               |                                                                     |
|-------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| 19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year: |                                                                     |
| a Contributions allocated toward unpaid minimum required contributions from prior years. ....                                 | 19a 0                                                               |
| b Contributions made to avoid restrictions adjusted to valuation date .....                                                   | 19b 0                                                               |
| c Contributions allocated toward minimum required contribution for current year adjusted to valuation date .....              | 19c 1016111                                                         |
| 20 Quarterly contributions and liquidity shortfalls:                                                                          |                                                                     |
| a Did the plan have a "funding shortfall" for the prior year? .....                                                           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? .....                   | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| c If 20a is "Yes," see instructions and complete the following table as applicable:                                           |                                                                     |

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

**Part V Assumptions Used to Determine Funding Target and Target Normal Cost**

|                                                                                                                                                                                              |                       |                       |                       |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|-----------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                       |                       |                       |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>5.54% | 2nd segment:<br>6.85% | 3rd segment:<br>7.52% | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                       |                       |                       | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                       |                       |                       | <b>22</b> 62                                        |
| <b>23</b> Mortality table(s) (see instructions) <input checked="" type="checkbox"/> Prescribed - combined <input type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                       |                       |                       |                                                     |

**Part VI Miscellaneous Items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment ..... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment .....                                      | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment .....                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>27</b> If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment .....                                   | <b>27</b>                                                           |

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

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

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                     |                    |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                     |                    |               |
| <b>a</b> Target normal cost (line 6) .....                                                                                                                                           | <b>31a</b>          | 225000             |               |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           | <b>31b</b>          | 0                  |               |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance |                    | Installment   |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 1088207             |                    | 228853        |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   |                    | 0             |
| <b>33</b> 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 ..... | <b>33</b>           |                    |               |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) .....                                                         | <b>34</b>           | 453853             |               |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement .....                                                                                                               | 45585               | 408268             | 453853        |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  | <b>36</b>           | 0                  |               |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) .....                                                  | <b>37</b>           | 1016111            |               |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                     |                    |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       | <b>38a</b>          | 1016111            |               |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                | <b>38b</b>          | 453853             |               |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      | <b>39</b>           | 0                  |               |
| <b>40</b> Unpaid minimum required contributions for all years .....                                                                                                                  | <b>40</b>           | 0                  |               |

**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**

|                                                                                                |                                                                                                                         |  |  |
|------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|--|--|
| <b>41</b> If an election was made to use PRA 2010 funding relief for this plan:                |                                                                                                                         |  |  |
| <b>a</b> Schedule elected .....                                                                | <input type="checkbox"/> 2 plus 7 years <input type="checkbox"/> 15 years                                               |  |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....               | <input type="checkbox"/> 2008 <input type="checkbox"/> 2009 <input type="checkbox"/> 2010 <input type="checkbox"/> 2011 |  |  |
| <b>42</b> Amount of acceleration adjustment .....                                              | <b>42</b>                                                                                                               |  |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years ..... | <b>43</b>                                                                                                               |  |  |