

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>RAYTHEON NONBARGAINING RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>021</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/18/1997</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>021</u>	1c Effective date of plan <u>12/18/1997</u>	
1b Three-digit plan number (PN) ▶	<u>021</u>				
1c Effective date of plan <u>12/18/1997</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>RAYTHEON COMPANY</u> <u>870 WINTER STREET</u> <u>WALTHAM, MA 02451-1449</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>95-1778500</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>781-522-3000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>335900</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>95-1778500</u>	2c Sponsor's telephone number <u>781-522-3000</u>	2d Business code (see instructions) <u>335900</u>	
2b Employer Identification Number (EIN) <u>95-1778500</u>					
2c Sponsor's telephone number <u>781-522-3000</u>					
2d Business code (see instructions) <u>335900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/12/2014	DEBORAH A. TULLY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/12/2014	DEBORAH A. TULLY
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address DEBORAH A. TULLY RAYTHEON COMPANY 870 WINTER STREET WALTHAM, MA 02451-1449		3b Administrator's EIN 95-1778500 3c Administrator's telephone number 781-522-5080
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 41257
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants		6a 8559
b Retired or separated participants receiving benefits		6b 13734
c Other retired or separated participants entitled to future benefits		6c 15110
d Subtotal. Add lines 6a , 6b , and 6c		6d 37403
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 2815
f Total. Add lines 6d and 6e		6f 40218
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

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

A Name of plan <u>RAYTHEON NONBARGAINING RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>021</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>RAYTHEON COMPANY</u>	D Employer Identification Number (EIN) <u>95-1778500</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>6410492496</u>
b Actuarial value	2b <u>6369063527</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>14788</u> <u>2626253619</u>
b For terminated vested participants.....	3b <u>16297</u> <u>365966066</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>799442026</u>
(2) Vested benefits	3c(2) <u>2528040590</u>
(3) Total active.....	3c(3) <u>10172</u> <u>3327482616</u>
d Total.....	3d <u>41257</u> <u>6319702301</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.12</u> %
6 Target normal cost	6 <u>202127366</u>

Statement by Enrolled Actuary

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

SIGN HERE	
Signature of actuary <u>JONATHAN R. BARRY, F.S.A.</u>	Date <u>14-06048</u>
Type or print name of actuary <u>MERCER</u>	Most recent enrollment number <u>617-747-9500</u>
Firm name <u>99 HIGH STREET BOSTON, MA 02110-2320</u>	Telephone number (including area code)
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) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	209783198
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	209783198
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>12.51</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		552399523
b Interest on (a) using prior year's effective interest rate of <u>6.81</u> % except as otherwise provided (see instructions)		49576050
c Total available at beginning of current plan year to add to prefunding balance		601975573
d Portion of (c) to be added to prefunding balance		314120830
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	314120830

Part III Funding Percentages		
14 Funding target attainment percentage	14	95.81 %
15 Adjusted funding target attainment percentage	15	100.78 %
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	98.02 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/15/2013		1016625	07/15/2013		958217
02/15/2013		1018270	08/15/2013		941572
03/15/2013		2368681	09/15/2013		919038
04/15/2013		989257	10/15/2013		897836
05/15/2013		1500095	11/15/2013		1307391
06/15/2013		1006540	12/15/2013		650981
Totals ►			18(b)	383174000	18(c) 13574503

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	356692372
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c 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 II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)		
10	Interest on line 9 using prior year's actual return of _____%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b Interest on (a) using prior year's effective interest rate of _____% except as otherwise provided (see instructions)		
	c Total available at beginning of current plan year to add to prefunding balance		
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)		

Part III Funding Percentages			
14	Funding target attainment percentage	14	%
15	Adjusted funding target attainment percentage	15	%
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	%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/18/2013	150000000				
04/01/2014	68276000				
05/01/2014	54966000				
06/01/2014	54966000				
07/01/2014	54966000				
			Totals ►	18(b)	18(c)

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

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

20 Quarterly contributions and liquidity shortfalls:

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

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

c 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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	202127366	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	264759604		70974157
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	273101523	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	314120830	314120830
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	356692372	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	356692372	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	273101523	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan RAYTHEON NONBARGAINING RETIREMENT PLAN	B Three-digit plan number (PN) ▶	021
C Plan sponsor's name as shown on line 2a of Form 5500 RAYTHEON COMPANY	D Employer Identification Number (EIN) 95-1778500	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

XEROX BUSINESS SERVICES, LLC

51-0310342

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	NONE	2540746	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	455718	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	137933	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

PRICEWATERHOUSECOOPERS LLP

13-4008324

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	83000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DELOITTE LLP

13-6044173

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	74366	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan RAYTHEON NONBARGAINING RETIREMENT PLAN	B Three-digit plan number (PN) ►	021
C Plan sponsor's name as shown on line 2a of Form 5500 RAYTHEON COMPANY	D Employer Identification Number (EIN) 95-1778500	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	323590000	233174000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	6096380754	6850754173
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	6419970754	7083928173

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	198119	111179
i Acquisition indebtedness	1i		
j Other liabilities	1j	4729330	12431710
k Total liabilities (add all amounts in lines 1g through 1j)	1k	4927449	12542889

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6415043305	7071385284
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	383174000	
(B) Participants	2a(1)(B)	13574503	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		396748503
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(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)		912363350
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1309111853

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	647788996	
(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)		647788996
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)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	4980878	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4980878
j Total expenses. Add all expense amounts in column (b) and enter total	2j		652769874

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		656341979
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
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>RAYTHEON NONBARGAINING RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>021</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RAYTHEON COMPANY</u>	D Employer Identification Number (EIN) <u>95-1778500</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-5160382</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>45</u>

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

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

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

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: 25% Investment-Grade Debt: 27% High-Yield Debt: 3% Real Estate: 2% Other: 43%

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):



Independent Auditor's Report

To the Participants and Administrator of Raytheon Non-Bargaining Retirement Plan

We have audited the accompanying financial statements of Raytheon Non-Bargaining Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and December 31, 2012, and the related statements of changes in net assets available for benefits for the years 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, 2013 and changes therein for the year then ended and its financial status as of December 31, 2012, and changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.



Emphasis of Matter

As described in Note 10, effective July 1, 2014 the Raytheon Marine Systems Retirement Plan merged into and became part of the Plan.

PricewaterhouseCoopers LLP

Boston, Massachusetts
September 11, 2014

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		

► Round off amounts to nearest dollar.

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

A Name of plan Raytheon Nonbargaining Retirement Plan	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:60%;">B Three-digit plan number (PN) ►</td> <td style="width:40%; text-align: center;">021</td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> <tr> <td colspan="2">D Employer Identification Number (EIN) 95-1778500</td> </tr> </table>	B Three-digit plan number (PN) ►	021			D Employer Identification Number (EIN) 95-1778500	
B Three-digit plan number (PN) ►	021						
D Employer Identification Number (EIN) 95-1778500							
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Raytheon Company							
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500							

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>			
2 Assets:			
a Market value	2a	6,410,492,496	
b Actuarial value	2b	6,369,063,527	
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	14,788	2,626,253,619
b For terminated vested participants	3b	16,297	365,966,066
c For active participants:			
(1) Non-vested benefits	3c(1)		799,442,026
(2) Vested benefits	3c(2)		2,528,040,590
(3) Total active	3c(3)	10,172	3,327,482,616
d Total	3d	41,257	6,319,702,301
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.12 %	
6 Target normal cost	6	202,127,366	

Statement by Enrolled Actuary

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

SIGN HERE	<div style="text-align: center;"> Signature of actuary Jonathan R. Barry, F.S.A. Type or print name of actuary Mercer Firm name 99 High Street Boston Address of the firm </div>	<div style="text-align: center;"> Date 14-06048 Most recent enrollment number (617) 747-9500 Telephone number (including area code) </div>
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	209,783,198
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	209,783,198
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>12.51</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		552,399,523
	b Interest on (a) using prior year's effective interest rate of <u>6.81</u> % except as otherwise provided (see instructions)		49,576,050
	c Total available at beginning of current plan year to add to prefunding balance		601,975,573
	d Portion of (c) to be added to prefunding balance		314,120,830
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	314,120,830

Part III Funding Percentages			
14	Funding target attainment percentage	14	95.81 %
15	Adjusted funding target attainment percentage	15	100.78 %
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	98.02 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/15/2013		1,016,625	07/15/2013		958,217
02/15/2013		1,018,270	08/15/2013		941,572
03/15/2013		2,368,681	09/15/2013		919,038
04/15/2013		989,257	10/15/2013		897,836
05/15/2013		1,500,095	11/15/2013		1,307,391
06/15/2013		1,006,540	12/15/2013		650,981
			Totals ▶	18(b)	383,174,000
				18(c)	13,574,503

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	356,692,372

20 Quarterly contributions and liquidity shortfalls:

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

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

c 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**21** Discount rate:**a** Segment rates:1st segment:
4.94 %2nd segment:
6.15 %3rd segment:
6.76 %☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

0

22 Weighted average retirement age**22**

61

23 Mortality table(s) (see instructions) ☐ Prescribed - combined☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years **28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... **29** 0**30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29) **30** 0**Part VIII Minimum Required Contribution For Current Year****31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6)..... **31a** 202,127,366**b** Excess assets, if applicable, but not greater than line 31a **31b** 0**32** Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment..... 264,759,604 70,974,157**b** Waiver amortization installment..... 0 0**33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)..**34** 273,101,523

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	314,120,830	314,120,830

36 Additional cash requirement (line 34 minus line 35)..... **36** 0**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 356,692,372**38** Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36) **38a** 356,692,372**b** Portion included in line 38a attributable to use of prefunding and funding standard carryover balances **38b** 273,101,523**39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) **39** 0**40** Unpaid minimum required contributions for all years **40** 0**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)****41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected ☐ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011**42** Amount of acceleration adjustment **42****43** Excess installment acceleration amount to be carried over to future plan years **43**

Continuation of 2013 Form 5500
Schedule SB, line 18 - Contributions Made to the Plan for the Plan Year

Plan Name Raytheon Nonbargaining Retirement Plan

EIN: 95-1778500

Plan Sponsor's Name	Raytheon Company
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PN: 021

[illegible]

Schedule SB, Line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 60.63 (50% * 62.76 + 50% * 58.49).

Basic Rates

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	5.40%	10,000	540	29,700
56	4.87%	9,460	461	25,799
57	4.57%	8,999	411	23,442
58	4.68%	8,588	402	23,311
59	5.11%	8,186	418	24,680
60	5.62%	7,768	437	26,193
61	7.15%	7,331	524	31,975
62	10.47%	6,807	713	44,187
63	14.73%	6,094	898	56,555
64	24.64%	5,197	1,280	81,949
65	45.02%	3,916	1,763	114,600
66	34.68%	2,153	747	49,283
67	28.27%	1,406	398	26,639
68	37.03%	1,009	374	25,403
69	100.00%	635	635	43,833
Total				627,550
Average				62.76

Schedule SB, Line 22 — Description of Weighted Average Retirement Age
Rule of 75

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	10.00%	10,000	1,000	55,000
56	15.00%	9,000	1,350	75,600
57	20.00%	7,650	1,530	87,210
58	25.00%	6,120	1,530	88,740
59	30.00%	4,590	1,377	81,243
60	35.00%	3,213	1,125	67,473
61	40.00%	2,088	835	50,958
62	60.00%	1,253	752	46,614
63	50.00%	501	251	15,789
64	50.00%	251	125	8,020
65	50.00%	125	63	4,072
66	50.00%	63	31	2,068
67	50.00%	31	16	1,049
68	50.00%	16	8	533
69	50.00%	8	4	270
70	100.00%	4	4	274
Total				584,913
Average				58.49

Schedule SB, Line 22 — Description of Weighted Average Retirement Age
Former Hughes Personal Retirement Account

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	3.00%	10,000	300	16,500
56	3.00%	9,700	291	16,296
57	3.00%	9,409	282	16,089
58	3.00%	9,127	274	15,881
59	3.00%	8,853	266	15,670
60	3.00%	8,587	258	15,457
61	3.00%	8,330	250	15,243
62	20.00%	8,080	1,616	100,190
63	10.00%	6,464	646	40,722
64	10.00%	5,817	582	37,232
65	100.00%	5,236	5,236	340,322
Total				629,603
Average				62.96

Schedule SB, Line 22 — Description of Weighted Average Retirement Age
Subsidiary

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	6.26%	10,000	626	34,430
56	5.81%	9,374	545	30,499
57	5.37%	8,829	474	27,026
58	5.67%	8,355	474	27,477
59	5.99%	7,881	472	27,854
60	7.69%	7,409	570	34,187
61	13.90%	6,840	951	57,993
62	22.51%	5,889	1,326	82,187
63	29.69%	4,563	1,355	85,355
64	42.96%	3,208	1,378	88,215
65	67.76%	1,830	1,240	80,605
66	48.66%	590	287	18,949
67	44.99%	303	136	9,131
68	63.96%	167	107	7,247
69	99.99%	60	60	4,143
70	100.00%	0	0	0
Total				615,300
Average				61.53

Schedule SB, Line 22 — Description of Weighted Average Retirement Age**All Plans** (Weighted by Active Headcount)

Plan Name	(A) Average Retirement Age	(B) Active Headcount	[(A) x (B)]
Raytheon Nonbargaining Retirement Plan	60.63	10,150	615,394.50
Former Hughes Personal Retirement Account	62.96	4	251.84
Raytheon Subsidiary Retirement Plan	61.53	18	1,107.54
Total		10,172	616,753.88
Average			60.63

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for January 1, 2013 Funding Valuation**

Discount rate sponsor elections

• Segment rates or full yield curve	Segment	
• Look-back months	0	
• Use stabilized rates – funding	Yes	
• Use stabilized rates – Section 436 benefit restrictions	Yes	
	<u>Stabilized rates</u>	<u>Nonstabilized rates</u>
• First 5 years	4.94%	1.62%
• Next 15 years	6.15%	4.40%
• Over 20 years	6.76%	5.45%

Mortality sponsor elections

• Healthy participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
• Disabled active participants	Same as healthy
• Disabled inactive participants	Same as healthy

Cash balance plans

• Interest accumulation rate	4.00% per year for PRA participants only.
• Whipsaw calculations	No
• Annuity conversion	
— Mortality table	1983 group annuity mortality table
— Interest rate basis	7.25%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Other economic assumptions**

-
- Salary increases
 - Raytheon Nonbargaining Retirement Plan See Table of sample rates.
 - Raytheon Subsidiary Retirement Plan 4.50% per year
 - Social Security wage base 3.75% per year for Raytheon Nonbargaining Retirement Plan and PRA participants only.
 - Inflation 3.00% per year for Raytheon Nonbargaining Retirement Plan and PRA participants only.
 - Expected investment return 8.75% per year, but not greater than the 3rd segment rate in effect for each year (6.46% for 2011 and 7.52% for 2012)
 - Expenses \$4,971,544 added to current year normal cost
 - Actuarial equivalence for conversion to certain only forms of payment

The basis for valuation of certain only payments is based on either:

 - PBGC interest rates of 0.75% for 2013, 1.75% for 2014 and 2.75% thereafter and 1971 Group Annuity Mortality table (blended 80% males, 20% females) or
 - Segmented interest rates of 4.5% for 5 years, 5.5% for the next 15 years and 6.0% thereafter and the current year 417(e) unisex mortality

whichever yields a larger certain only payment.
 - Interest accumulation on employee contributions 5.00% per year for Raytheon Nonbargaining Retirement Plan participants only.
 - Post-retirement cost-of-living adjustment 2.50% per year for Raytheon Nonbargaining Retirement Plan participants only (plan provides maximum COLA of 4.00%).
-

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Demographic assumptions**

- Withdrawal See table of sample rates.
- Disability incidence See table of sample rates: 1985 Pension Disability Mortality tables for Class 1 Occupations for males and females (PRA participants only)
- Retirement age

Attained age	Percentage			
	Raytheon Nonbargaining Retirement Plan	Rule of 75	Former Hughes Personal Retirement Account Plan	Raytheon Subsidiary Retirement Plan
55	5.40%	10.00%	3.00%	6.26%
56	4.87	15.00	3.00	5.81
57	4.57	20.00	3.00	5.37
58	4.68	25.00	3.00	5.67
59	5.11	30.00	3.00	5.99
60	5.62	35.00	3.00	7.69
61	7.15	40.00	3.00	13.90
62	10.47	60.00	20.00	22.51
63	14.73	50.00	10.00	29.69
64	24.64	50.00	10.00	42.96
65	45.02	50.00	100.00	67.76
66	34.68	50.00	100.00	48.66
67	28.27	50.00	100.00	44.99
68	37.03	50.00	100.00	63.96
69	100.00	50.00	100.00	99.99
70 and above	100.00	100.00	100.00	100.00

Benefit commencement age for

- Future vested deferred 65
- Current vested deferred 65

Spouse assumptions

	Male participants	Female participants
• Percentage married	85%	75%
• Spouse age difference	3 years younger	3 years older

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

Form of payment	Single life	5-year Certain only	10-year Certain only	50% J&S
Nonbargaining participants				
• Active retirements (contributory for 2013 plan year)	10%	90%	N/A	N/A
• Active retirements (contributory thereafter)	20%	80%	N/A	N/A
• Active retirements (noncontributory)	50%	N/A	50%	N/A
• Future vested deferred	100%	N/A	N/A	N/A
• Future deaths	N/A	N/A	N/A	100%
• Current vested deferred	100%	N/A	N/A	N/A
PRA participants	100%	N/A	N/A	N/A
Subsidiary Participants	100%	N/A	N/A	N/A
Unpredictable contingent event assumptions	Not applicable			

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Table of Sample Rates**

Attained age	Raytheon Nonbargaining Retirement Plan		
	Withdrawal		Salary increases
	Male	Female	
20	11.90%	23.50%	7.05%
25	9.50	17.20	6.92
30	7.10	11.90	6.32
35	5.40	7.70	5.36
40	3.70	4.90	4.70
45	2.30	2.90	4.16
50	1.50	1.50	3.82
55	0.90	0.90	3.53
60	0.00	0.00	3.33
65	0.00	0.00	3.11
70	0.00	0.00	0.00

Attained age	Former Hughes Personal Retirement Account Plan		
	Withdrawal	Disability incidence	
		Male	Female
20	21.50%	0.03%	0.03%
25	16.50	0.04	0.05
30	10.40	0.05	0.08
35	8.10	0.07	0.14
40	6.30	0.12	0.21
45	5.20	0.20	0.32
50	3.90	0.36	0.53
55	2.20	0.72	0.95
60	0.00	1.26	1.16
65	0.00	1.75	1.36
70	0.00	0.00	0.00

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

Attained age	Raytheon Subsidiary Retirement Plan
	Withdrawal
20	7.15%
25	5.00
30	3.90
35	3.20
40	2.65
45	2.10
50	0.90
55	0.40
60	0.10
65	0.00
70	0.00

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Methods for Funding****Asset methods – effective January 1, 2011**

The asset valuation method is an average of the adjusted market value for each year during the last 24 months preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant methods – effective January 1, 2011

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** Xerox HR Solutions, LLP provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.

It is assumed that 100% of participants with deferred benefits over age 66 will not be located and will not commence benefits, as described in Section 5.12 of the plan document. In addition, for retirees who have elected a contingent annuitant form of payment and for whom no beneficiary data was provided, one-third of future beneficiaries are assumed to decess prior to receiving benefits.

- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Minimum funding methods – effective January 1, 2011**

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions – NonBargaining Retirement Plan**

Effective date and plan year	Original plan: December 17, 1997 when Raytheon Company acquired the Defense Business of Hughes Electronics Corporation. Effective December 1, 2000, the Hughes Personal Retirement Account Plan merged into the Raytheon Nonbargaining Retirement Plan. Restated plan: April 25, 2006 Plan year: January 1
Status of the plan	The plan has ongoing benefit accruals but is closed to new entrants.
Significant events that occurred during the year	None
Definitions	
• Covered employees	Employees hired before the date on which payroll processing functions are transferred to Raytheon's payroll center.
• Participation	Completion of 12 months of Vesting Service.
• Employee contributions	3.0% of pay if covered under the formula for contributing participants.
• Vesting service	Continuous service from the employee's date of hire.
• Credited service	Total service accrued monthly from first of the month eligibility commenced.
• Pensionable earnings	Basic compensation subsequent to the effective date of the plan and prior to retirement date, including regular pay, bonuses, results-sharing, overtime pay, shift differential, sick leave pay, workers' compensation, vacation and holiday pay, and bereavement or leave pay, but excluding any other extraordinary compensation.
• Final average earnings	The aggregate Compensation prior to separation from service attributed to the five highest consecutive twelve month periods in the last ten years, or all consecutive twelve-month periods if less than five, in which a Participant had at least one hour of Benefit Accrual Service each month, divided by the applicable number of twelve-month periods.
• Social security normal retirement age	(i) For a participant born prior to 1938, the first day of the Retirement Age calendar month coincident with or next following his/her sixty-fifth (65th) birthday, (ii) For a participant born after 1937 and before 1955, the first day of the calendar month coincident with or next following his/her sixty-sixth (66th) birthday, and (iii) For a participant born after 1954, the first day of the calendar month coincident with or next following his/her sixty-seventh (67th) birthday.

Schedule SB, Part V — Summary of Plan Provisions

- Actuarial equivalence

Contributing and noncontributing participants: Interest rate used by the PBGC for valuing immediate annuities on the October 1st (or December 1st, if less) preceding the plan year including the annuity start date and the 1971 Group Annuity Mortality Table 80% males, 20% females.

General Dynamics salaried employees:

- For nondecreasing annuities – 7% and the 1984 Uninsured Pension Mortality Table (including specified setbacks) for nondecreasing annuities
- Other forms of payment – Interest rate used by the PBGC for valuing immediate annuities on the January 1st of the calendar year in which distributions commence and the 1984 Uninsured Pension Mortality Table (including specified setbacks)

Actuarial equivalence is subject to “applicable interest rate” and “applicable mortality table” pursuant to 417(e)(3)(A)(ii) of the Internal Revenue Code for benefits that are not payable in the form of a nondecreasing annuity.

Schedule SB, Part V — Summary of Plan Provisions**Normal retirement**

• Eligibility	First of the month coinciding with or next following the attainment of age 65.
• Benefit	<p>Contributing participants: The benefit is the greatest of (i), (ii), or (iii) below:</p> <p>(i) Accrued benefit through December 31, 1975 plus 1% of the first \$3,600 of compensation and 2% of compensation in excess of \$3,600, for all compensation received after December 31, 1975.</p> <p>(ii) The product of (1) and (2):</p> <p>(1) Benefit Accrual Service</p> <p>(2) \$156 plus 0.5% of Final Average Compensation</p> <p>(iii) The result of (1) less (2):</p> <p>(1) The product of Benefit Accrual Service and 1.75% of Final Average Compensation</p> <p>(2) The product of Benefit Accrual Service (maximum 33-1/3 years) and 1.5% of Primary Insurance Amount.</p> <p>Noncontributing participants: Benefit A offset by Benefit B, where:</p> <p>(i) Benefit A equals the sum of:</p> <p>(1) 1.5% of Final Average Compensation multiplied by years of Benefit Accrual Service (not in excess of 35 years)</p> <p>(2) 0.5% of Final Average Compensation multiplied by years of Benefit Accrual Service in excess of 35 years</p> <p>(ii) Benefit B equals 0.6% of Final Average Compensation (not in excess of Covered Compensation) multiplied by years of Benefit Accrual Service (not in excess of 35 years).</p> <p>General Dynamics salaried employees: The monthly benefit is the greatest of (i), (ii), or (iii) below:</p> <p>(i) Accrued benefit through December 31, 1998, plus 1.75% (2.00% for Benefit Accrual Service in excess of 35 years) of the first \$23,400 in base pay plus 2.00% of base pay in excess of \$23,400 for all compensation received after December 31, 1998</p> <p>(ii) The product of Benefit Accrual Service and 1.33% of Final Average Compensation</p> <p>(iii) The product of Benefit Accrual Service and \$312.</p>

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
• Eligibility	Age 55 and 5 years of vesting service.
• Benefit	<p>Contributing participants: Actuarial equivalent of Normal Retirement benefit unless eligible for unreduced benefit under Rule of 75 (sum of attained age and continuous service is at least 75).</p> <p>Noncontributing participants: Accrued benefit reduced based on Actuarial Equivalence or 6% per year prior to Social Security Normal Retirement Age, whichever produces a greater amount. Unreduced early retirement available three years prior to Social Security Normal Retirement Age with ten years of continuous service.</p> <p>General Dynamics salaried employees: If eligible for unreduced final average pay benefit (10 years of continuous service), accrued benefit reduced 2.5% per year prior to age 62. If eligible for unreduced career average pay benefit (satisfaction of required points based on sum of attained age and continuous service), accrued benefit reduced by the lesser of 2.5% per year prior to Normal Retirement and 2.5% times excess of required over actual points. Otherwise, Actuarial Equivalent of Normal Retirement benefit.</p>
Late retirement	
• Benefit	Normal Retirement Benefit determined as of actual retirement date.
Deferred vested	
• Eligibility	Termination for reasons other than death or retirement after completing five years of Vesting Service.
• Benefit	Benefit accrued to date of termination payable at age 65 or the Actuarial Equivalent, as described in the "Early Retirement" section above, payable for commencement after age 55 and prior to age 65.
Pre-retirement death	
• Eligibility	5 years of vesting service.
• Benefit	Benefit accrued to date of death, calculated as if the participant had retired at the earliest retirement age and elected the 50% contingent annuitant option or, if already eligible for early retirement, elected to retire and had elected the 100% contingent annuitant option on the day before death. The benefit is actuarially reduced with benefit payments to the spouse commencing on the date when the participant would have become eligible for retirement benefits.
Unpredictable contingent event benefits	Not applicable

Schedule SB, Part V — Summary of Plan Provisions

Form of benefits	
• Automatic form for unmarried participants	Single life annuity
• Automatic form for married participants	Actuarially equivalent 50% Joint & Survivor Annuity
• Optional forms	50% Joint & Survivor Annuity 66-2/3% Joint & Survivor Annuity 75% Joint & Survivor Annuity 100% Joint & Survivor Annuity 5,10 or 15 year Certain Only 5,10 or 15 year Certain & Life Single life annuity Temporary modified cash refund Social Security leveling options
• Optional form conversion factors	See Actuarial Equivalence section above
Miscellaneous	
• Cost of Living	Automatic cost-of-living adjustments of up to 4.0% are payable on retirement benefits after age 55 for contributing participants.
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit is \$255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000.

Schedule SB, Part V — Summary of Plan Provisions**Former Hughes Personal Retirement Account Plan Provisions**

Definitions	
• Former Singer Employee	An employee with the Singer Company on August 22, 1988 and subsequently hired by Hughes on or before July 1, 1990.
• Participation	Age 21 after completing 1 year of service. Former Singer Employees are eligible on the later of March 31, 1989 or the date of employment with Hughes. As of December 1, 1995, no new employees will be eligible to participate in the Plan.
• Vesting service	Service measured on an elapsed time basis from date of hire with Hughes. For Former Singer employees, all periods of service with the Singer Company, including periods during which required contributions were not made to the Singer Plan and including the period prior to the May 1, 1986 Allen acquisition date.
• Credited service	100% of the service with the Singer Company credited to the employee through August 31, 1988 during the time the employee made required contributions to the Singer Plan. Service measured on an elapsed time basis from the later of September 1, 1988 or date of hire with Hughes.
• Pensionable earnings	Regular or base salary or wages (excluding overtime or bonus), including 401(k) salary deferrals. There is a \$200,000 limit, indexed each year beginning in 2002 (\$250,000 for 2013), on compensation used for benefit accrual purposes.
Estimated Singer Accrued Benefit	The estimated accrued benefit, whether or not fully vested, determined as of August 22, 1988 using the provisions of the Singer Plan payable at age 65 under the normal form of payment.
Account Balance	The notional value assigned to a participant's account based on the participant's initial account balance, pay-based credits (3% of Compensation before age 40 and 4% of Compensation after age 40) and increases based upon Periodic Adjustment Percentage or Minimum Adjustment Percentage (a factor equal to 1/12th of the applicable annual rate of interest set forth in the plan document). As of November 30, 1995 (Training Systems employees) or June 30, 1996 (other employees), no additional pay credits will be made to a participant's account, and interest adjustments will be based solely on the Minimum Adjustment Percentage. The Minimum Adjustment Percentage is set forth in the plan document based on the Periodic Adjustment Percentage.
Periodic Adjustment Percentage	The three year average of the yield on one-year treasury constant maturities for October through December, as published in the Wall Street Journal, subject to plan maximums.

Schedule SB, Part V — Summary of Plan Provisions

Accrued Benefit	<p>A monthly amount of benefit, payable in the form of a straight life annuity commencing at the participant's Normal Retirement Date (NRD) equal to one-twelfth of the amount determined in accordance with the formula $[(A/F) \cdot (1+M)^n]$ where:</p> <ul style="list-style-type: none"> • A equals the participant's Account Balance; • F equals the Actuarial Factor (GAM-83 mortality and the plan's annuity purchase rate) at the later of the determination date and the participant's NRD; • M equals the Minimum Adjustment Percentage as of the determination date; • n equals the number of months, if any, from the determination date until the participant's NRD. <p>The plan's annuity purchase rate is set each year and equals the yield on 10-year Treasury notes plus 100 basis points.</p>
Normal retirement	
• Eligibility	First of the month coincident with or next following attainment of age 65 with 5 years of vesting service.
• Benefit	The Accrued Benefit payable at Normal Retirement.
Late retirement	
• Eligibility	Retirement after Normal Retirement eligibility.
• Benefit	The Accrued Benefit calculated as of late retirement.
Early retirement	
• Eligibility	Age 55 and 5 years of vesting service.
• Benefit	The Accrued Benefit calculated as of late retirement.
Deferred vested	
• Eligibility	5 years of vesting service.
• Benefit	Accrued Benefit payable at age 65 or the actuarial equivalent, as described in the "Early Retirement" section above, of the participant's Account Balance as of the determination date.
Disability	
• Eligibility	First of the month coincident with or next following Total and Permanent Disability provided the employee has at least 15 years of Vesting Service. Total and Permanent Disability means disability as determined by the Social Security Administration.
• Benefit	Accrued Benefit payable at Normal Retirement. Interest and pay-based credits continue to accrue during a participant's Disability Retirement until Normal Retirement, or, if earlier until recovery from disability. Accruals for all employees ceased as of the applicable freeze date, as described under Account Balance.

Schedule SB, Part V — Summary of Plan Provisions

Pre-retirement death	
• Eligibility	If a vested married participant dies prior to Normal Retirement eligibility, the surviving spouse is entitled to a lifetime benefit as described below.
• Benefit	The actuarial equivalent of the participant's Account Balance, or if greater, 50% of the amount which would have been payable to the spouse had the participant terminated or retired on the first day of the month in which death occurred, having elected a 50% joint and survivor annuity. Benefits begin immediately if the participant was at least age 55. Otherwise, benefits begin on the first of the month when the participant would have attained the age of 55.
Unpredictable contingent event benefits	Not applicable
Form of benefits	
• Automatic form for unmarried participants	Single life annuity
• Automatic form for married participants	Actuarially equivalent 50% Joint & Survivor Annuity
• Optional forms	50% Joint & Survivor Annuity 75% Joint & Survivor Annuity 100% Joint & Survivor Annuity Lump Sum Single life annuity
• Optional form conversion factors	See Actuarial Equivalence section above.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit is \$255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions – Raytheon Subsidiary Retirement Plan**

Effective date and plan year	Original plan: December 17, 1997 Restated plan: March 28, 2005. Plan year: January 1
Status of the plan	The plan has ongoing benefit accruals but is closed to new entrants
Significant events that occurred during the year	None
Normal retirement	
• Eligibility	First of the month coinciding with or next following the attainment of age 65.
• Benefit	1.0% of Compensation during each period of Benefit Accrual Service.
Early retirement	
• Eligibility	Age 55 and 5 years of Vesting Service.
• Benefit	Actuarial equivalent of the Normal Retirement Benefit. Actuarial equivalence for this purpose is based on the interest rate used by the PBGC for valuing immediate annuities for the October 1st preceding the plan year including the annuity start date and the 1971 Group Annuity Mortality Table blended 80% males, 20% females.
Late retirement	
• Benefit	Normal Retirement Benefit determined as of actual retirement date.
Deferred vested	
• Eligibility	Termination for reasons other than death or retirement after completing five years of Vesting Service.
• Benefit	Benefit accrued to date of termination payable at age 65 or the actuarial equivalent, as described in the "Early Retirement" section above, payable for commencement after age 55 and prior to age 65.
Pre-retirement death	
• Eligibility	5 years of Vesting Service.
• Benefit	Benefit accrued to date of death, calculated as if the Participant had retired at the earliest retirement age and elected the 50% contingent annuitant option or, if already eligible for early retirement, elected to retire and had elected the 100% contingent annuitant option on the day before death. The benefit is actuarially reduced with benefit payments to the spouse commencing on the date when the Participant would have become eligible for retirement benefits.
Unpredictable contingent event benefits	Not applicable

Schedule SB, Part V — Summary of Plan Provisions

Form of benefits	
• Automatic form for unmarried participants	Single life annuity
• Automatic form for married participants	Actuarially equivalent 50% Joint & Survivor Annuity
• Optional forms	75% Joint & Survivor Annuity 100% Joint & Survivor Annuity 10 or 15 year Certain Only
• Optional form conversion factors	Optional forms are based on actuarial equivalence, i.e., the interest rate used by the PBGC for valuing immediate annuities for the October 1st preceding the plan year including the annuity start date and the 1971 Group Annuity Mortality Table blended 80% males, 20% females.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit is \$255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000.

Schedule SB, Part V — Summary of Plan Provisions***Benefits Included or Excluded***

Unless noted below, all benefits provided by the plan, as restated and amended through December 15, 2010, are included in this valuation.

Most recent plan amendments included: December 15, 2010.

- **Plan amendments excluded:** None.
- **Late retirement increases:**
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** *The limitations of Internal Revenue Code Section 415(b) and 401(a) (17) have been incorporated into our calculations.*
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum compensation and maximum benefits were updated from 2012 to 2013.

Schedule SB, Line 24 — Change in Actuarial Assumptions

- The component expenses of normal cost increased from \$4,764,891 to \$4,971,544 to reflect our expectations for the current plan year.
- Mortality and interest rates were updated from 2012 to 2013 in accordance with PPA.
- The form of payment for contributing participants for 2013 was updated from 20% Single Life and 80% 5-year Certain Only to 10% Single Life and 90% 5-year Certain Only.
- Actuarial equivalence for certain only form of payment was changed to be based on either:
 - PBGC interest rate of 0.75% in 2013, 1.75% in 2014 and 2.75% thereafter (1.50% in 2012, 2.25% in 2013 and 3.00% thereafter in the prior valuation) and 1971 Group Annuity Mortality table (blended 80% males, 20% females), or
 - Segmented interest rates of 4.5% for 5 years, 5.5% for the next 15 years and 6.0% thereafter and the current year 417(e) unisex mortalitywhichever yields a larger certain only payment.

Schedule SB, Line 26 — Schedule of Active Participant Data**Distribution of Active and Transferred Participants as of January 1, 2013¹**

Attained	Years of credited service										Total
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	
Under 25											
25–29											
30–34		1	7	30 90,542							38
35–39	1	2	21 91,647	451 110,934	51 132,880						526
40–44		6	31 102,370	376 112,288	236 132,668	28 137,899		1			678
45–49	9	14	61 107,257	384 119,113	386 130,474	417 146,436	94 129,974	6	4	4	1,379
50–54	21 116,793	43 86,107	107 124,682	493 125,162	769 125,725	1,272 148,840	665 143,230	112 143,85	7	7	3,496
55–59	18	39 84,228	96 112,469	354 116,267	559 116,819	656 135,540	402 131,887	265 137,66	9	6	2,404
60–64	8	10	45 96,651	166 116,554	344 114,851	241 127,341	170 120,604	125 125,62	47 143,52		1,156
65–69	1	8	12	51 118,658	123 118,079	63 116,664	66 120,978	41 123,17	14	7	386
70 & up	2	1	4	11	15	19	19	10	6	5	92
Total	60	124	384	2,316	2,483	2,696	1,416	560	87	29	10,155

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2012 limited to \$250,000. Average pay is not shown for cells with fewer than 20 participants.

¹ Excludes 17 active transferred participants with a frozen accrued benefit.

Schedule SB, Line 32 — Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year since the IRC Section 430 changes made by the Pension Protection Act of 2006 (PPA) took effect for the plan. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than \$0.

Shortfall bases					
Year established		Outstanding balance	Years remaining	2013 Installment	
2011	\$	814,441,785	5	\$	178,962,402
2012		(737,315,250)	6		(139,302,698)
2013		187,633,069	7		31,314,453
Total	\$	264,759,604		\$	70,974,157

Raytheon Non-Bargaining Retirement Plan

Financial Statements

To Accompany 2013 Form 5500

Annual Report of Employee Benefit Plan

Under ERISA of 1974

December 31, 2013 and 2012

Raytheon Non-Bargaining Retirement Plan
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The supplemental schedules to the Plan's Form 5500 are not required since the Plan's assets are held in a Master Trust. Accordingly, the Plan Administrator must file detailed financial information for the Master Trust, including the supplemental schedules, separately with the Department of Labor.



Independent Auditor's Report

To the Participants and Administrator of Raytheon Non-Bargaining Retirement Plan

We have audited the accompanying financial statements of Raytheon Non-Bargaining Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and December 31, 2012, and the related statements of changes in net assets available for benefits for the years 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, 2013 and changes therein for the year then ended and its financial status as of December 31, 2012, and changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.



Emphasis of Matter

As described in Note 10, effective July 1, 2014 the Raytheon Marine Systems Retirement Plan merged into and became part of the Plan.

PricewaterhouseCoopers LLP

Boston, Massachusetts
September 11, 2014

Raytheon Non-Bargaining Retirement Plan
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets		
Investments at fair value (Notes 2 and 5)		
Raytheon Master Pension Trust	\$ 6,850,754,173	\$ 6,096,380,754
Receivables		
Employer contributions	233,174,000	323,590,000
Total assets	<u>7,083,928,173</u>	<u>6,419,970,754</u>
Liabilities		
Other liabilities	12,431,710	4,729,330
Accrued administrative expenses	111,179	198,119
Total liabilities	<u>12,542,889</u>	<u>4,927,449</u>
Net assets available for benefits	<u>\$ 7,071,385,284</u>	<u>\$ 6,415,043,305</u>

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

Raytheon Non-Bargaining Retirement Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2013 and 2012

	2013	2012
Additions		
Raytheon Master Pension Trust investment income (Notes 2 and 5)	\$ 912,363,350	\$664,252,801
Employer contributions	383,174,000	632,590,000
Employee contributions	13,574,503	15,291,935
Total additions	<u>1,309,111,853</u>	<u>1,312,134,736</u>
Deductions		
Benefit payments	\$ 647,788,996	\$ 537,854,371
Administrative expenses	4,980,878	5,083,615
Total deductions	<u>652,769,874</u>	<u>542,937,986</u>
Net increase in net assets available for benefits	656,341,979	769,196,750
Net assets available for benefits, beginning of year	<u>6,415,043,305</u>	<u>5,645,846,555</u>
Net assets available for benefits, end of year	<u>\$7,071,385,284</u>	<u>\$6,415,043,305</u>

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

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

1. Plan Description

The following description of the Raytheon Non-Bargaining Retirement Plan (the "Plan") is for general information purposes only. Participants should refer to the Summary Plan Description or the Plan Document for a complete description of the Plan's provisions.

General

The Plan was established on December 18, 1997 to provide retirement benefits to eligible non-bargaining employees as part of the Raytheon Company's (the "Company") merger with the Defense Business of Hughes Electronics ("Hughes") on December 17, 1997. A proportionate allocation of the liabilities and assets of the preexisting Hughes Non-Bargaining Retirement Plan (the "Hughes Plan") was transferred to the Plan. Effective October 1, 2011, the Raytheon Subsidiary Retirement Plan was merged into and became a part of the Plan.

Investments are held in the Raytheon Master Pension Trust ("Master Trust"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Benefits, Eligibility and Vesting

The Plan is a defined benefit plan covering certain employees of the Company. The Plan provides specified benefits to be paid from the net assets available for benefits. Each employee who was a participant in the Hughes Plan on December 17, 1997, continued as a participant in the Plan with all prior service recognized. Other salaried employees working in a non-bargaining unit in the defense business formerly operated by Hughes generally became eligible under this plan following completion of a year of service. The level of benefits depends upon the status of each participant as either a member of the contributory benefit structure of the Plan, the noncontributory portion, or the benefit structure applicable to former salaried employees of General Dynamics.

Benefits are based principally upon years of service and compensation. Annual earnings in excess of the limit provided for that year by Section 401(a)(17) of the Internal Revenue Code are not used in determining benefits under the Plan.

Effective January 1, 2007, employees who are either hired or rehired (after the expiration of any salary continuation payments) are not eligible to participate in the Plan. In addition, former employees who are rehired on or after March 1, 2007 and have received or are receiving payment from a Company-sponsored pension plan are not eligible to participate in the Plan.

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Non-Contributory Benefit Structure

Most salaried employees of the defense businesses formerly operated by Hughes, who were hired between August 1, 1990 and September 1, 1999, participate in the non-contributory benefit structure of the Plan.

After completing 5 years of service under the Plan, participants are entitled to annual pension benefits beginning at their Social Security Retirement Date, defined as a percentage of their final average earnings multiplied by their years of service. The non-contributory portion of the Plan provides for normal retirement, early retirement, deferred vested and death benefits. The standard form of retirement benefit to unmarried participants is a monthly payment beginning the month following retirement and continuing until death. The standard form of benefit to married participants is a reduced monthly payment for the participant's life and one-half of that payment for the life of the participant's surviving spouse (or same sex domestic partner, if appropriate forms have been filed with the Raytheon Benefit Center). Other optional forms of benefits are also available including a 10 Year Certain and Continuous Benefit, a 10 or 15 Year Period Certain Benefit, and 50%, 75%, and 100% Contingent Annuity.

Contributory Benefit Structure

Employees hired or rehired by Hughes on or before August 1, 1990 are eligible to participate in the contributory benefit structure of the Plan. Employees who, in 1990, chose to continue participation in the contributory benefit structure, may elect to contribute 3% of their pay to the Plan. Participants are always vested in their contributions and interest in the Plan.

After completing 5 years of service as an employee of Hughes or Raytheon, a participant is entitled to annual pension benefits beginning at their normal retirement date based upon the greater of three formulas (a career average formula, a minimum benefit formula and a final average compensation formula). The pension under the contributory benefit may be adjusted annually to reflect changes in the cost of living (maximum annual increase or decrease of 4%). The contributory portion of the plan provides for normal retirement, early retirement, deferred vested and death benefits. The early retirement pension is the same as the age 65 pension for a retiree who is at least 55 at termination of employment and whose age plus continuous service (both at termination) total at least 75. The standard form of retirement benefit to unmarried participants is a monthly payment beginning the month following retirement and continuing until death. The standard form of benefit to married participants is a reduced monthly payment for the participant's life and one-half of that payment for the life of the participant's surviving spouse (or same sex domestic partner, if appropriate forms have been filed with the Raytheon Benefit Center). Other optional forms of benefits are also available including a 5, 10 or 15 Year Certain and Continuous Benefit, a 5, 10 or 15 Year Period Certain Benefit, 5, 10 or 15 Year Temporary Modified Cash Refund Annuity, and 50%, 66 2/3%, 75% and 100% Contingent Annuity and Social Security Level Income Options.

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Benefit Structure for Former Salaried Employees of General Dynamics

Employees who are former General Dynamics salaried employees whose employment was transferred to Hughes on August 22, 1992 are eligible to participate in the General Dynamics benefit structure of the Plan.

After completing 5 years of service under the General Dynamics benefit structure, participants are entitled to annual pension benefits beginning at their normal retirement date based upon the greater of three formulas (a career average formula, a minimum benefit formula and a final average compensation formula). The General Dynamics portion of the Plan provides for normal retirement, early retirement, deferred vested and death benefits. The standard form of retirement benefit to unmarried participants is a monthly payment beginning the month following retirement and continuing until death. The standard form of benefit to married participants is a reduced monthly payment for the participant's life and one-half of that payment for the life of the participant's surviving spouse (or same sex domestic partner, if appropriate forms have been filed with the Raytheon Benefit Center). Other optional forms of benefits are also available including a 5 or 10 Certain and Continuous Benefit.

Contributions

The Company makes contributions to the Plan to ensure assets are sufficient to pay the benefits of the Plan. Participants in the contributory portion of the Plan, except those on inactive status, are required to contribute to the Plan.

2. Summary of Significant Accounting Policies

Basis of Presentation

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

Investment Valuation and Income Recognition

The Plan's interest in the Master Trust is stated at fair value. Net investment income/ (loss) from the Master Trust is allocated proportionately on a monthly basis based on the Plan's interest in the Master Trust. See Note 5 for additional information.

Contributions

Employer contributions are funded and recorded as determined by actuarial computation. Participants in the contributory portion of the Plan contribute 3% of eligible compensation as defined under the Plan document. See Note 4 for additional information.

Benefit Payments

Benefit payments to participants are recorded when paid.

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Administrative Expenses

The Plan is administered by the Plan Administrator appointed by the Company's Senior Vice President of Human Resources and Global Security. All expenses of the Plan, which primarily consist of professional and administrative fees, are paid by the Plan. Expenses specifically related to the Plan are included in the Statements of Changes in Net Assets Available for Benefits under "Administrative expenses." Additionally, expenses paid directly by the Master Trust, which primarily consist of investment management fees, are allocated proportionally on a monthly basis based on the Plan's interest in the Master Trust and are included in the Statements of Changes in Net Assets Available for Benefits under "Raytheon Master Pension Trust investment income."

Use of Estimates

The Plan's financial statements have been prepared in conformity with U.S. Generally Accepted Accounting Principles ("GAAP") and require the Plan Administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the actuarial present value of accumulated plan benefits as of the benefit information date, the changes in net assets available for benefits during the reporting period and, when applicable, the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

New Accounting Pronouncements

In December 2011, the Financial Accounting Standard Board ("FASB") issued Accounting Standards Update ("ASU") No. 2011-11, "Disclosures about Offsetting Assets and Liabilities." ASU 2011-11 requires disclosures to make financial statements that are prepared under U.S. GAAP more comparable to those prepared under International Financial Reporting Standards ("IFRS"). The new disclosure requirements mandate that entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of assets and liabilities as well as instruments and transactions subject to an agreement similar to a master netting agreement. In addition, ASU 2011-11 requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. New disclosures are required for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. Management has evaluated the impact of ASU 2011-11 on the Plan's financial statements and has determined that additional disclosure is not required.

3. Actuarial Present Value of Accumulated Pension Plan Benefits

Accumulated plan benefits are those future periodic payments that are attributable, under the Plan's provisions, to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of deceased employees, and (c) active employees or their beneficiaries. The level of benefits depends upon the status of each participant as either in the contributory portion or the noncontributory portion or the benefit structure applicable to former salaried employees of General Dynamics of the Plan. Benefits are based principally upon years of service and compensation. Benefits payable under all circumstances – retirement, termination of employment, and death – are included to the extent that they are deemed attributable to employee service rendered to the valuation date.

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The actuarial present value of accumulated plan benefits is determined by the Company's consulting actuary, Mercer, and is the amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements for retirement, death, or withdrawal) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation as of December 31, 2012 and 2011, are as follows:

Assumed rate of return on investments for accumulated benefits	- 8.75% as of December 31, 2012 and 2011
Mortality basis	- Section 430(h)(3) prescribed separate static annuitant and non- annuitant mortality tables. These tables are based on the RP- 2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on scale AA.
Retirement	-Several rates, varying by age from 55 to 70
Post-retirement cost-of-living adjustment	- 2.5% for contributory participants

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

Raytheon Non-Bargaining Retirement Plan

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Assumption Changes

There have been changes in the actuarial assumptions since the prior valuation of the Plan as follows:

- Mortality was updated from the section 430(h)(3) prescribed separate static annuitant and non-annuitant mortality tables from 2012 to 2013.
- Actuarial equivalence for certain only form of payment was changed to be based on either:
 - 1) The Pension Benefit Guaranty Corporation (the “PBGC”) interest rate of 0.75% for 2013, 1.75% for 2014 and 2.75% thereafter (1.50% for 2012, 2.25% for 2013 and 3.00% thereafter in prior valuation) and 1971 Group Annuity Mortality table (blended 80% males, 20% females), or
 - 2) Segmented interest rates of 4.5% for 5 years, 5.5% for the next 15 years and 6.0% thereafter and the current year 417(e) unisex mortality, whichever yields a larger certain only payment.
- The form of payment for contributing participants for 2013 was updated from 20% Single Life and 80% 5-year Certain Only to 10% Single Life and 90% 5-year Certain Only

The above changes were made to reflect anticipated demographic and economic experience.

Raytheon Non-Bargaining Retirement Plan

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As of December 31, 2012, the most recent valuation date, the actuarial present value of accumulated plan benefits is as follows:

Vested benefits	
Participants receiving benefits	\$ 2,344,602,336
Participants with deferred benefits	261,567,453
Active participants	<u>2,000,329,092</u>
Total vested benefits	4,606,498,881
Nonvested benefits	<u>702,681,824</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 5,309,180,705</u>

Employee contributions with interest (at a stated rate of 1.04% as of December 31, 2012)	<u>\$ 367,235,366</u>
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The following is an analysis of changes in the present value of accumulated benefits:

Actuarial present value of accumulated plan benefits as of December 31, 2011	\$ 5,038,430,660
Benefits accumulated and non-investment (gains)/ losses	286,762,007
Increase for interest due to decrease in discount period	415,205,322
Benefits paid	(537,854,371)
Change in actuarial assumptions	<u>106,637,087</u>
Actuarial present value of accumulated plan benefits as of December 31, 2012	<u>\$ 5,309,180,705</u>

4. Funding Policy

The employer's contributions are actuarially determined to fund the Plan's current normal costs on a current basis and to generally fund the existing unfunded liability on account of qualified service prior to the valuation date in accordance with the amortization schedules prescribed by ERISA minimum funding requirements (as amended by the Pension Protection Act). At the Company's discretion, and to the extent allowable under maximum tax deductibility regulations, contributions above the ERISA minimum requirements may be made to the Plan. Contributions for the years ended December 31, 2013 and 2012 met the minimum funding requirements of ERISA.

Participants, who choose the option to participate in the Contributory Benefit feature of the Plan, contribute 3% of their eligible compensation. Employee contributions are placed into a Trust Fund. If a participant does not earn a benefit under the Plan, any contributions made to the Plan, plus interest will be returned to the participant or designated beneficiary.

Participants are always vested in their contributions and interest in the Plan.

Raytheon Non-Bargaining Retirement Plan

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5. Master Trust

Summary Financial Information

The Plan's assets are held in the Master Trust, which was established for the investment of assets of the Plan and several other Company sponsored retirement plans. The assets of the Master Trust are held by the Bank of New York Mellon ("BNY Mellon"), the Trustee. The Investment Committee, appointed by the Chairman and CEO of the Company, periodically reviews the asset allocation and performance of the investments held in the Master Trust. The investment policy, as approved by the Investment Committee, permits asset diversification to include a combination of cash and cash equivalents, publicly traded equity securities, private equity funds, fixed-income securities, private real estate funds, commingled funds and other investments such as insurance contracts, derivatives and repurchase agreements.

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

Raytheon Non-Bargaining Retirement Plan

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December 31, 2013 and 2012

At December 31, 2013 and 2012, the Plan owned approximately 36% of the fair value of the Master Trust net assets. The total net assets of the Master Trust at December 31, 2013 and 2012 were:

	2013	2012
Assets		
Investments at fair market value		
Interest-bearing cash	\$44,224,802	\$783,831
U.S. government bonds (includes securities on loan of \$ - and \$3)	63,196,935	61,721,457
Corporate debt instruments and other fixed income securities (includes securities on loan of \$ - and \$900,998)	2,323,391,457	2,264,916,176
Corporate stock - preferred	28,349,357	31,050,272
Corporate stock - common and other equity securities (includes securities on loan of \$ - and \$13,384,258)	4,809,526,586	3,750,728,645
Investment of securities lending collateral	-	11,246,750
Commingled funds	7,840,043,642	7,116,380,008
Registered investment companies	2,789,823,773	2,785,093,313
Unallocated insurance contracts	16,980,737	16,258,269
Purchased options (premiums paid of \$1,029,518 and \$169,365)	375,959	17,980
Collateral for futures held	20,754,673	9,027,882
	<u>\$17,936,667,921</u>	<u>\$16,047,224,583</u>
Investments at estimated fair market value		
Private equity funds	621,508,525	413,755,610
Private real estate funds	337,986,066	259,385,384
	<u>\$959,494,591</u>	<u>\$673,140,994</u>
Cash	7,107,922	6,341,266
Cash held at broker	-	6,296,213
Foreign cash	8,696,455	6,867,872
Interest and dividends receivable	31,609,370	44,207,823
Unrealized gain on futures contracts	20,401,172	1,338,650
Receivable for forward foreign currency contracts	1,464,964	1,876,160
Receivable for securities sold	113,142,699	212,766,431
Other receivables	51,752	4,153,816
Total assets	<u>\$19,078,636,846</u>	<u>\$17,004,213,808</u>
Liabilities		
Cash due to broker	\$3,342,273	\$ -
Interest and dividend payable	54,945	100,014
Unrealized loss on futures contracts	1,579,212	2,273,927
Payable for forward foreign currency contracts	822,196	403,377
Payable for securities lending collateral	-	14,810,658
Payable for securities purchased	30,106,502	60,364,613
Other payables	8,290,949	7,922,387
Total liabilities	<u>\$44,196,077</u>	<u>\$85,874,976</u>
Master Trust net assets	<u>\$19,034,440,769</u>	<u>\$16,918,338,832</u>
Plan's interest in Master Trust	<u>\$6,850,754,173</u>	<u>\$6,096,380,754</u>

Raytheon Non-Bargaining Retirement Plan
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The following table is a summary of the investment earnings and the net appreciation (depreciation) in the fair market value of the Master Trust for the years ended December 31, 2013 and 2012:

	2013	2012
Net appreciation (depreciation) in fair value of investments		
Interest-bearing and foreign cash	(\$315,276)	(\$363,394)
U.S. government bonds	(5,666,123)	(950,744)
Corporate debt instruments and other fixed income securities	(76,390,047)	142,712,567
Corporate stock – preferred	(4,224,083)	345,705
Corporate stock – common and other equity securities	853,405,674	547,683,679
Investment of securities lending collateral	-	4,320,603
Commingled funds	1,339,913,858	756,891,667
Registered investment companies	68,172,183	111,420,687
Purchased options	(908,559)	(151,385)
Written options	(1,454,288)	-
Forward currency contracts	3,667,970	1,343,796
Futures contracts	81,383,534	(4,652,816)
Other investments	(1,449,300)	(375,823)
	<u>\$2,256,135,543</u>	<u>\$1,558,224,542</u>
Net appreciation in estimated fair value of investments		
Private equity funds	98,689,301	45,691,456
Private real estate funds	47,502,992	21,589,985
	<u>\$146,192,293</u>	<u>\$67,281,441</u>
Interest	84,750,544	129,697,049
Dividends	171,328,630	211,466,720
Securities lending program income	34,763	622,396
Other income	3,263,972	8,961,546
Subtotal Master Trust investment income	<u>\$2,661,705,745</u>	<u>\$1,976,253,694</u>
Total expenses	<u>\$112,743,900</u>	<u>\$110,077,732</u>
Total Master Trust net investment income	<u>\$2,548,961,845</u>	<u>\$1,866,175,962</u>
Portion allocated to the Plan	<u><u>\$912,363,350</u></u>	<u><u>\$664,252,801</u></u>

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

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Fair Value Measurements

The accounting standard for fair value measurements provides a framework for measuring fair value and requires expanded disclosures regarding fair value measurements. Fair value is defined 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 on the measurement date. The accounting standard established a fair value hierarchy which requires an entity to maximize the use of observable inputs, where available. The following summarizes the three levels of inputs required as well as the assets and liabilities that we value using those levels of inputs.

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

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

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

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. In evaluating the level at which the Plan's commingled funds have been classified within this hierarchy, several factors have been assessed including, but not limited to price transparency, the ability to redeem these investments at net asset value at the measurement date, and the existence or absence of certain restrictions at the measurement date. See valuation policy section for further information.

Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

For the years ended December 31, 2013 and December 31, 2012, there were no transfers in or out of Levels 1, 2 or 3.

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The following tables summarize the fair value of investment assets and liabilities as of December 31, 2013.

	Fair Value of Investment Assets as of 12/31/2013			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ -	\$ 44,224,802	\$ -	\$ 44,224,802
U.S. government bonds	63,196,935	-	-	63,196,935
Corporate debt instruments and other fixed income securities *	-	2,323,391,457	-	2,323,391,457
Corporate stock – preferred				
U.S. equity	-	1,074,937	-	1,074,937
International equity	27,274,420	-	-	27,274,420
Corporate stock - common and other equity securities**				
U.S. equity	2,416,946,275	3,523,777	-	2,420,470,052
International equity	2,389,056,534	-	-	2,389,056,534
Commingled funds				
103-12 investment entities				
International equity	-	230,941,488	-	230,941,488
Absolute return	-	308,782,493	-	308,782,493
US Equity	-	153,337,820	-	153,337,820
Absolute return	-	816,598,100	446,003,446	1,262,601,546
Common/collective trusts				
Liquidity	-	165,649,969	-	165,649,969
U.S. equity	-	3,468,855,770	-	3,468,855,770
International equity	-	732,665,644	-	732,665,644
Absolute return	-	91,404,452	-	91,404,452
Fixed income	-	99,355,197	-	99,355,197
Core Real Estate	-	106,782,538	-	106,782,538
Equity	-	101,449,957	-	101,449,957
Fixed income	-	1,001,619,710	7,131,633	1,008,751,343
Real estate pooled separate accounts	-	109,465,425	-	109,465,425
Registered investment companies				
U.S. equity	407,294,192	-	-	407,294,192
International equity	229,192,475	-	-	229,192,475
Fixed income	1,598,915,126	-	-	1,598,915,126
Money market funds	554,421,980	-	-	554,421,980
Unallocated insurance contracts	-	-	16,980,737	16,980,737
Purchased options	375,959	-	-	375,959
Collateral for futures held	20,754,673	-	-	20,754,673
Private equity funds	-	-	621,508,525	621,508,525
Private real estate funds	-	-	337,986,066	337,986,066
Unrealized gain on futures contracts	20,401,172	-	-	20,401,172
Receivable for forward foreign currency contracts	-	1,464,964	-	1,464,964
Total assets	\$ 7,727,829,741	\$ 9,760,588,500	\$ 1,429,610,407	\$ 18,918,028,648

	Fair Value of Investment Liabilities as of 12/31/2013			
	Level 1	Level 2	Level 3	Total
Unrealized loss on futures contracts	\$ 1,579,212	\$ -	\$ -	\$ 1,579,212
Payable for forward foreign currency contracts	-	822,196	-	822,196
Total liabilities	\$ 1,579,212	\$ 822,196	\$ -	\$ 2,401,408

* Corporate debt instruments and other fixed income securities includes \$116,981,177 of asset backed securities and \$201,747,995 of term loans.

** Corporate stock - common and other equity securities includes \$68,356,917 of master limited partnership securities in U.S. equity.

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The following tables summarize the fair value of investment assets and liabilities as of December 31, 2012.

	Fair Value of Investment Assets as of 12/31/2012				
	Level 1	Level 2	Level 3	Total	
Interest-bearing cash	\$ -	\$ 783,831	\$ -	\$ 783,831	
U.S. government bonds	61,721,457	-	-	61,721,457	
Corporate debt instruments and other fixed income securities *	-	2,264,916,176	-	2,264,916,176	
Corporate stock – preferred					
U.S. equity	-	4,804,492	-	4,804,492	
International equity	26,245,780	-	-	26,245,780	
Corporate stock - common and other equity securities					
U.S. equity	1,495,132,009	4,875,897	157,716	1,500,165,622	
International equity	2,250,487,336	75,687	-	2,250,563,023	
Investment of securities lending collateral	-	11,246,750	-	11,246,750	
Commingled funds					
103-12 investment entities					
International equity	-	209,036,213	-	209,036,213	
Absolute return	-	719,149,388	-	719,149,388	
US Equity	-	109,709,955	-	109,709,955	
Absolute return	-	689,751,256	181,821,136	871,572,392	
Common/collective trusts					
Liquidity	-	538,628,463	-	538,628,463	
U.S. equity	-	2,451,958,184	-	2,451,958,184	
International equity	-	347,284,340	-	347,284,340	
Absolute return	-	143,010,426	-	143,010,426	
Fixed income	-	241,059,864	-	241,059,864	
Equity	-	343,558,675	-	343,558,675	
Fixed income	-	1,022,627,593	68,231,515	1,090,859,108	
Real estate pooled separate accounts	-	50,553,000	-	50,553,000	
Registered investment companies					
U.S. equity	342,578,862	-	-	342,578,862	
International equity	135,959,753	-	-	135,959,753	
Absolute return	505,757,363	-	-	505,757,363	
Fixed income	1,476,427,294	-	-	1,476,427,294	
Money market funds	324,370,041	-	-	324,370,041	
Unallocated insurance contracts	-	-	16,258,269	16,258,269	
Purchased options	17,980	-	-	17,980	
Collateral for futures held	9,027,882	-	-	9,027,882	
Private equity funds	-	-	413,755,610	413,755,610	
Private real estate funds	-	-	259,385,384	259,385,384	
Unrealized gain on futures contracts	1,338,650	-	-	1,338,650	
Receivable for forward foreign currency contracts	-	1,876,160	-	1,876,160	
Total assets	\$ 6,629,064,407	\$ 9,154,906,350	\$ 939,609,630	\$ 16,723,580,387	

	Fair Value of Investment Liabilities as of 12/31/2012				
	Level 1	Level 2	Level 3	Total	
Unrealized loss on futures contracts	\$ 2,273,927	\$ -	\$ -	\$ 2,273,927	
Payable for forward foreign currency contracts	-	403,377	-	403,377	
Total liabilities	\$ 2,273,927	\$ 403,377	\$ -	\$ 2,677,304	

* Corporate debt instruments and other fixed income securities includes \$66,632,882 of asset backed securities and \$149,333,331 of term loans.

Raytheon Non-Bargaining Retirement Plan

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Level 3 Investments

The tables below summarize changes in the fair value of the Master Trust's Level 3 investment assets for the years ended December 31, 2013 and December 31, 2012.

Level 3 Investment Assets 12/31/2013							
	Balance, beginning of year	Realized gains (losses)	Change in unrealized gains (losses)	Purchases	Sales	Transfers in (out) of level 3	Balance, end of year
Corporate stock - common and other equity securities							
U.S. equity	\$ 157,716	\$ (4,914)	\$ 9,243	\$ -	\$ 162,045	\$ -	\$ -
Commingled funds							
Absolute return	181,821,136	17,869,905	47,489,082	333,025,212	134,201,889	-	446,003,446
Fixed income	68,231,515	18,957,780	17,734,286	3,169,439	100,961,387	-	7,131,633
Unallocated insurance contracts	16,258,269	3,140	(3,141)	846,734	124,265	-	16,980,737
Private equity funds	413,755,610	51,682,376	37,966,002	259,634,041	141,529,504	-	621,508,525
Private real estate funds	259,385,384	52,264,397	(4,761,406)	136,128,780	105,031,089	-	337,986,066
Total	<u>\$ 939,609,630</u>	<u>\$ 140,772,684</u>	<u>\$ 98,434,066</u>	<u>\$ 732,804,206</u>	<u>\$ 482,010,179</u>	<u>\$ -</u>	<u>\$ 1,429,610,407</u>

Change in unrealized gain of \$126,608,738 relates to investment assets held by the Master Trust at December 31, 2013.

Level 3 Investment Assets 12/31/2012							
	Balance, beginning of year	Realized gains (losses)	Change in unrealized gains (losses)	Purchases	Sales	Transfers in (out) of level 3	Balance, end of year
Corporate stock - common and other equity securities							
U.S. equity	\$ 167,895	\$ (30,420)	\$ 20,241	\$ 166,959	\$ (166,959)	\$ -	\$ 157,716
Commingled funds							
Absolute return	102,540,210	6,776,567	5,602,248	111,092,242	(44,190,131)	-	181,821,136
Fixed income	53,546,492	4,746,857	23,798,802	92,855,798	(106,716,434)	-	68,231,515
Unallocated insurance contracts	15,615,851	3,339	(3,339)	768,360	(125,942)	-	16,258,269
Private equity funds	306,948,793	59,650,042	(14,045,244)	178,907,934	(117,705,915)	-	413,755,610
Private real estate funds	188,080,774	2,010,401	19,579,585	76,754,220	(27,039,596)	-	259,385,384
Total	<u>\$ 666,900,015</u>	<u>\$ 73,156,786</u>	<u>\$ 34,952,293</u>	<u>\$ 460,545,513</u>	<u>\$ (295,944,977)</u>	<u>\$ -</u>	<u>\$ 939,609,630</u>

Change in unrealized gain of \$33,049,784 relates to investment assets held by the Master Trust at December 31, 2012.

Level 3 investments, which are mainly commingled funds, private equity funds and private real estate funds, are estimated at fair market value which primarily utilizes net asset values reported by the investment manager or fund manager. Members of the Coordinating Investment Fiduciary's team and the Chief Accounting Officer's team review independently appraised values, audited financial statements and other pricing information to evaluate the net asset values. Further, for the very limited group of securities and other assets that do not utilize net asset values and for which market quotations are not readily available, additional information is obtained from the investment manager and evaluated to ensure the reported values reflect fair value. This limited group of investments represents less than 1% of the Master Trust assets. See Valuation Policy section for further information.

Raytheon Non-Bargaining Retirement Plan

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The table below summarizes the fair value measurements of the investments in certain entities that calculate net asset value per share as of December 31, 2013.

Category of Investment	Fair Value	Unfunded Commitments	Remaining Life	Redemption Terms, if currently eligible	Redemption restrictions and terms	Redemption restrictions and terms in place at year end
Private Real Estate Funds	\$ 337,986,066	\$ 411,678,478	0-9 years	Not applicable	Not applicable	Not applicable
Private Equity Funds	621,508,525	\$ 1,178,541,014	0-9 years	Not applicable	Not applicable	Not applicable
Commingled Funds						
103-12 Entities	693,061,801	Not applicable	Not applicable	Ranges from 5-15 days notice monthly	100% of funds are either not under lock or have a lock of one year or less.	Less than 5% of the funds have gates in place as of December 31, 2013.
Absolute Return	1,262,601,546	5,753,557	Not applicable	Ranges from 45-120 days notice monthly, 45-90 days notice quarterly, 90 days notice annually	96% of funds are either not under lock or have a lock of one year or less. 4% of funds have a lock up provision of two to ten years.	Less than 15% of the funds have gates in place as of December 31, 2013.
Common/collective Trusts	4,664,713,570	50,000,000	Not applicable	Ranges from 1-7 days notice daily	None	None
Equity Funds	101,449,957	Not applicable	Not applicable	Ranges from 15-30 days notice monthly	100% of funds are either not under lock or have a lock of one year or less.	None
Fixed Income Funds	1,008,751,343	Not applicable	Not applicable	Ranges from 45 days notice monthly, 60-90 days notice quarterly	79% of funds are either not under lock or have a lock of one year or less. 21% of funds have a lock up provision of two to five years.	Less than 5% of the funds have gates in place as of December 31, 2013.
Real Estate Pooled Separate Accounts	109,465,425	Not applicable	Not applicable	90 days notice quarterly	100% of funds are either not under lock or have a lock of one year or less.	None

Raytheon Non-Bargaining Retirement Plan

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The table below summarizes the fair value measurements of the investments in certain entities that calculate net asset value per share as of December 31, 2012.

Category of Investment	Fair Value	Unfunded Commitments	Remaining Life	Redemption Terms, if currently eligible	Redemption restrictions and terms	Redemption restrictions and terms in place at year end
Private Real Estate Funds	\$ 259,385,384	\$ 340,075,135	0-10 years	Not applicable	Not applicable	Not applicable
Private Equity Funds	413,755,610	800,363,418	0-10 years	Not applicable	Not applicable	Not applicable
Commingled Funds 103-12 Entities	1,037,895,556	Not applicable	Not applicable	Ranges from 5-15 days notice monthly	100% of funds are either not under lock or have a lock of one year or less.	Less than 5% of the funds have gates in place as of December 31, 2012.
Absolute Return	871,572,392	2,500,000	Not applicable	Ranges from 5-120 days notice monthly, 45-90 days notice quarterly, 60-180 days notice annually	88% of funds are either not under lock or have a lock of one year or less. 12% of funds have a lock up provision of two to ten years.	Less than 15% of the funds have gates in place as of December 31, 2012.
Common/collective Trusts	3,721,941,277	Not applicable	Not applicable	Ranges from 1-7 days notice daily, 5 days notice monthly	None	None
Equity Funds	343,558,675	50,000,000	Not applicable	Ranges from 15-30 days notice monthly, 60 days notice quarterly	100% of funds are either not under lock or have a lock of one year or less.	Less than 5% of the funds have gates in place as of December 31, 2012.
Fixed Income Funds	1,090,859,108	Not applicable	Not applicable	Ranges from 10 days notice daily, 30-45 days notice monthly, 45-90 days notice quarterly	78% of funds are either not under lock or have a lock of one year or less. 22% of funds have a lock up provision of two to five years.	Less than 10% of the funds have gates in place as of December 31, 2012.
Real Estate Pooled Separate Accounts	50,553,000	Not applicable	Not applicable	90 days notice quarterly	100% of funds are either not under lock or have a lock of one year or less.	None

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Valuation Policy

The Plan's interest in the Master Trust is stated at fair value. The Trustee values Master Trust investments as follows:

Cash and cash equivalents are valued at amortized cost, which approximates fair value.

Investments in equity securities (common and preferred) and equity securities sold short, if any, are valued at the exchange traded closing price.

Investments in fixed income securities (U.S. Government, domestic and foreign bonds, asset backed securities and term loans) are valued by a pricing service which determines valuations for normal institutional-size trading units of such securities using methods based upon market transactions for comparable securities and various relationships between securities which are generally recognized by institutional traders, or at fair value as determined in good faith by the Trustee of the Master Trust and management.

Investments denominated in foreign currencies are translated into U.S. Dollars using the last reported exchange rate.

Commingled funds, registered investment companies, private equity funds and private real estate funds are generally valued at their last reported net asset value. Certain commingled funds, private equity funds and private real estate funds are recorded at fair market value which considers, but is not limited to fair values reported by the investment advisor, audited financial statements, and independently appraised values. In the event that audited financial statements for these investments are not available in time to prepare our financial statements or management believes the value reported by the investment advisor does not accurately reflect fair value due to an event in the market place, such as a prime-broker filing for bankruptcy, management will adjust the reported value to fair value based upon information provided by the investment manager or independent valuation experts.

Unallocated insurance contracts are valued at their contract price which approximates fair value.

Securities and other assets for which market quotations are not readily available or for which the above valuation procedures are deemed not to reflect fair value are valued in a manner that is intended to reflect their fair value.

Valuation policies for derivative investments are disclosed in the Derivative Policy paragraph.

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Investment Income (Loss)

The Trustee maintains separate records of each plan's proportionate share in the Master Trust's investment accounts. The Plan's share of investment income (loss) and net appreciation (depreciation) in the fair value of investments of the Master Trust is included in the Statements of Changes in Net Assets Available for Benefits as Master Trust investment income (loss). The net appreciation (depreciation) in the fair value of investments consists of the realized gains (losses) and the change in unrealized appreciation (depreciation) on those investments.

Under the Master Trust Agreement, each plan's assets are jointly invested. The Plan uses the unit participation method to calculate the Plan's interest in the Master Trust. Under this method, contributions made to and benefits paid from the Master Trust result in increases or decreases in units of participation. All Master Trust income or loss results in a change in unit value.

Dividends are recorded on the ex-dividend date and interest income is accrued as earned. All security transactions are recorded on the trade date. Premiums and discounts on debt securities are amortized to maturity. Gains or losses on sales of securities are based on average cost.

Investments Sold Short

As of December 31, 2013 and 2012, the Master Trust was not invested in any securities sold short.

The Master Trust may sell a security it does not own in anticipation of a decline in the fair value of that security or as part of its core investment strategy. The Master Trust, in "selling short," sells borrowed securities that must at some date be repurchased and returned to the lender. The risk associated with this practice is that if the market value of the securities sold short increases, the Master Trust may realize losses upon repurchase at prices which may exceed the proceeds received from the sale of the security. Further, in unusual circumstances, the Master Trust may be unable to purchase securities to close its short positions. The Master Trust is obligated to pay a prime broker interest based on the value of the securities sold short and any dividends declared on the securities sold short. Such fees and dividends are recorded on the accrual basis as an expense to the Master Trust.

Repurchase Agreements

As of December 31, 2013 and 2012, the Master Trust was not directly invested in any repurchase agreements.

The Master Trust may lend extra cash through the use of repurchase agreements whereby the Master Trust agrees to purchase and automatically agrees to sell certain securities at a mutually agreed-upon date and price. At the same time, the counterparty to this agreement agrees to pledge some of its securities. The underlying collateral securities consist of securities in which the Master Trust is permitted to invest.

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Securities Lending Program

The Master Trust directly participated in a securities lending program with the Trustee as of December 31, 2012 and exited the program by December 31, 2013. The program allowed the Trustee to loan securities, which are assets of the Master Trust, to approved brokers (the "Borrowers"). The Trustee required Borrowers, pursuant to a security loan agreement, to deliver collateral to secure each loan. The collateral required 102% of the fair value of U.S. securities borrowed and 105% for non-U.S. securities borrowed. The Master Trust bore the risk of loss with respect to the unfavorable change in fair value of the invested cash collateral. However, the Borrower bore the risk of loss related to the decrease in the fair value of the securities collateral and, therefore, will have to deliver additional securities to maintain the required collateral. In the event of default by the Borrower, the Trustee shall indemnify the Master Trust by purchasing replacement securities equal to the number of unreturned loaned securities or, if replacement securities are not able to be purchased, the Trustee shall credit the Master Trust for the market value of the unreturned securities. In each case, the Trustee would apply the proceeds from the collateral for such a loan to make the Master Trust whole.

The market value of the securities on loan to Borrowers at December 31, 2012 was \$14,285,259. Cash collateral obligations of \$14,810,658 were received for securities on loan at December 31, 2012. Cash collateral was invested in a separately maintained and managed cash collateral investment account and had a fair market value of \$11,246,750 at December 31, 2012. At December 31, 2012 investments include, \$4,670,266 invested in overnight repurchase agreements and \$6,581,089 invested in asset backed securities.

A portion of the income generated upon investment of cash collateral is remitted to the Borrowers, and the remainder is allocated between the Master Trust and the Trustee in its capacity as a security agent. Securities lending income allocated to the Master Trust amounted to \$34,763 and \$622,396 as of December 31, 2013 and 2012, respectively. Securities lending income allocated to the Trustee amounted to \$8,762 and \$157,306 as of December 31, 2013 and 2012, respectively.

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Derivative Policy

The Master Trust enters into contractual arrangements classified as derivatives in carrying out its investment strategy, principally to: (1) hedge a portion of the Master Trust's portfolio to limit or minimize exposure to certain risks, (2) gain exposure to a market more rapidly or less expensively than could be accomplished through the use of the cash markets, and (3) increase investment returns by reducing the cost of structuring the portfolio or capturing value disparities between financial instruments. The Master Trust may utilize both exchange traded investment instruments such as equity and fixed income futures and options contracts and over-the-counter derivatives such as forward contracts and swaps. Select major financial institutions are used in derivatives transactions. When engaging in over the counter derivatives and forward foreign exchange contracts, there is exposure to credit loss in the event of nonperformance by the counterparties to these transactions. The Master Trust manages this exposure through credit approvals, limits, monitoring procedures, and to the extent possible, by restricting the period over which unpaid balances are allowed to accumulate. The Master Trust does not anticipate nonperformance by counterparties to these contracts.

The following tables present the values of derivatives carried on the Statement of Net Assets and the Statement of Changes in Net Assets of the Master Trust as of and for the year ended December 31, 2013:

Derivatives not accounted for as hedging instruments

Assets	Credit	Equity	Foreign Exchange	Interest Rate	Total
Unrealized gain on options	\$ -	\$ 375,959	\$ -	\$ -	\$ 375,959
Unrealized gain on futures contracts	20,401,172	-	-	-	20,401,172
Unrealized gain on forward currency contracts	-	-	1,464,964	-	1,464,964
	<u>\$20,401,172</u>	<u>\$ 375,959</u>	<u>\$ 1,464,964</u>	<u>\$ -</u>	<u>\$ 22,242,095</u>
Liabilities					
Unrealized loss on futures contracts	\$ 1,579,212		\$ -	\$ -	\$ 1,579,212
Unrealized loss on forward currency contracts	-	-	822,196	-	822,196
	<u>\$ 1,579,212</u>	<u>\$ -</u>	<u>\$ 822,196</u>	<u>\$ -</u>	<u>\$ 2,401,408</u>

Effect of Derivative Instruments on the Statements of Changes in Net Assets

	Net Appreciation/ (Depreciation)	Average Number of Contracts*
Derivatives not accounted for as hedging instruments		
Options	\$ (2,362,847)	650
Futures contracts	81,383,534	9,350
Forward currency contracts	3,667,970	100
	<u>\$ 82,688,657</u>	<u>10,100</u>

* Number of contracts represents volume of derivative activity and is based on a quarterly average.

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

The following tables present the values of derivatives carried on the Statement of Net Assets and the Statement of Changes in Net Assets of the Master Trust as of and for the year ended December 31, 2012:

Derivatives not accounted for as hedging instruments

Assets	Credit	Equity	Foreign Exchange	Interest Rate	Total
Unrealized gain on options	\$ -	\$ 17,980	\$ -	\$ -	\$ 17,980
Unrealized gain on futures contracts	1,338,650	-	-	-	1,338,650
Unrealized gain on forward currency contracts	-	-	1,876,160	-	1,876,160
	<u>\$ 1,338,650</u>	<u>\$ 17,980</u>	<u>\$ 1,876,160</u>	<u>\$ -</u>	<u>\$ 3,232,790</u>
Liabilities					
Unrealized loss on futures contracts	\$ 2,025,307	\$ 248,620	\$ -	\$ -	\$ 2,273,927
Unrealized loss on forward currency contracts	-	-	403,377	-	403,377
	<u>\$ 2,025,307</u>	<u>\$ 248,620</u>	<u>\$ 403,377</u>	<u>\$ -</u>	<u>\$ 2,677,304</u>

Effect of Derivative Instruments on the Statements of Changes in Net Assets

	Net Appreciation/ (Depreciation)	Average Number of Contracts*
Derivatives not accounted for as hedging instruments		
Options	\$ (151,385)	425
Futures contracts	(4,652,816)	5,000
Forward currency contracts	1,343,796	70
	<u>\$ (3,460,405)</u>	<u>5,495</u>

* Number of contracts represents volume of derivative activity and is based on a quarterly average.

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

The following is a summary of the significant accounting policies associated with the Master Trust's use of derivatives:

Forward Foreign Currency Exchange Contracts

A forward foreign currency exchange contract ("forward currency contract") is a commitment to purchase or sell a foreign currency at a future settlement date and at a negotiated rate.

Forward currency contracts are utilized to hedge a portion of the currency exposure that results from the Master Trust's holdings of equity and fixed income securities denominated in foreign currencies.

Forward currency contracts are marked-to-market at the prevailing forward exchange rate of the underlying currencies and the difference between contract value and market value is recorded as unrealized appreciation (depreciation) in Master Trust net assets. When the forward exchange contract is closed, the Master Trust transfers the unrealized appreciation (depreciation) to a realized gain (loss) equal to the change in the value of the forward exchange contract when it was opened and the value at the time it was closed or offset. Sales and purchases of forward currency contracts having the same settlement date and broker are offset and any gain (loss) is realized on the date of offset.

Certain risks may arise upon entering into a forward currency contract from the potential inability of counterparties to meet the terms of their contracts. Additionally, when utilizing forward currency contracts to hedge, the Master Trust gives up the opportunity to profit from favorable exchange rate movements during the term of the contract.

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

A summary of open forward currency contracts at December 31, 2013 is presented below:

2013				
	Settlement Date	Aggregate Face Value	Market Value	Unrealized Appreciation (Depreciation)
Currency Purchased				
Australian Dollar	1/2/2014-1/6/2014	\$133,577	\$134,394	\$817
Canadian Dollar	1/3/2014-1/6/2014	301,055	302,096	1,041
Danish Krone	1/2/2014	50,392	50,639	247
Euro Currency Unit	1/2/2014-5/13/2014	5,118,888	5,186,689	67,801
Hong Kong Dollar	1/3/2014	26,034	26,033	(1)
Indonesian Rupiah	1/3/2014	1,568	1,581	13
Japanese Yen	1/7/2014-5/13/2014	7,402,642	7,030,206	(372,436)
Pound Sterling	1/3/2014-1/6/2014	36,837	36,893	56
S. African Comm Rand	1/7/2014	2,204	2,194	(10)
South Korean Won	1/2/2014	9,896	9,883	(13)
Swedish Krona	1/2/2014-1/7/2014	197,062	199,228	2,166
Swiss Franc	1/3/2014	844,447	845,824	1,377
		<u>\$14,124,602</u>	<u>\$13,825,660</u>	<u>(\$298,942)</u>

2013				
	Settlement Date	Aggregate Face Value	Market Value	Unrealized Appreciation (Depreciation)
Currency Sold				
Euro Currency Unit	1/2/2014-6/18/2014	\$17,771,064	\$18,211,643	(\$440,579)
Japanese Yen	1/6/2014-6/18/2014	24,603,373	23,211,927	1,391,446
Malaysian Ringgit	1/2/2014	11,287	11,325	(38)
New Taiwan Dollar	1/2/2014	97,715	98,326	(611)
Pound Sterling	1/2/2014-6/18/2014	824,434	832,942	(8,508)
Thailand Baht	1/3/2014	1,028	1,028	-
		<u>\$43,308,901</u>	<u>\$42,367,191</u>	<u>\$941,710</u>

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

A summary of open forward currency contracts at December 31, 2012 is presented below:

2012				
Currency Purchased	Settlement Date	Aggregate Face Value	Market Value	Unrealized Appreciation (Depreciation)
Canadian Dollar	1/2/2013-1/3/2013	\$103,886	\$103,823	(\$63)
Euro Currency Unit	1/2/2013	13,221	13,184	(37)
Hong Kong Dollar	1/2/2013-1/3/2013	349,363	349,355	(8)
Japanese Yen	1/7/2013-2/15/2013	789,606	754,064	(35,542)
Malaysian Ringgit	1/2/2013-1/3/2013	5,121	5,126	5
New Taiwan Dollar	1/2/2013	35,911	35,912	1
S African Comm Rand	1/4/2013-1/7/2013	157,340	157,532	192
Singapore Dollar	1/3/2013	7,857	7,868	11
Thailand Baht	1/3/2013	318,768	316,215	(2,553)
		<u>\$1,781,073</u>	<u>\$1,743,079</u>	<u>(\$37,994)</u>

2012				
Currency Sold	Settlement Date	Aggregate Face Value	Market Value	Unrealized Appreciation (Depreciation)
Canadian Dollar	1/2/2013	\$4,780	\$4,776	\$4
Euro Currency Unit	1/2/2013-6/19/2013	9,276,569	9,641,127	(364,558)
Hong Kong Dollar	1/2/2013-1/3/2013	114,102	114,111	(9)
Japanese Yen	1/4/2013-6/19/2013	24,093,655	22,217,708	1,875,947
Malaysian Ringgit	1/2/2013-1/4/2013	83,204	83,280	(76)
Pound Sterling	1/2/2013-1/4/2013	80,256	80,758	(502)
Singapore Dollar	1/2/2013	13,221	13,250	(29)
		<u>\$33,665,787</u>	<u>\$32,155,010</u>	<u>\$1,510,777</u>

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

Futures Contracts

A futures contract is a contractual agreement to make or take delivery of a standardized quantity of a specified grade or type of commodity or financial instrument at a specified future date in accordance with terms specified by a regulated futures exchange.

The Master Trust may use equity index, fixed income, cash and cash equivalents and commodities futures contracts to manage exposure to the market. Buying futures tends to increase the Master Trust's exposure to the underlying instrument. Selling futures tends to decrease the Master Trust's exposure to the underlying instrument held, or hedge the fair value of other fund investments.

Futures contracts are valued at the last settlement price at the end of each day on the exchange upon which they are traded. Upon entering into a futures contract, the Master Trust is required to deposit either in cash or securities an amount equal to a certain percentage of the nominal value of the contract ("initial margin"). Pursuant to the futures contract, the Master Trust agrees to receive from, or pay to, the broker an amount of cash equal to the daily fluctuation in the value of the futures contract. Such receipts or payments are recorded as "margin flows," and the accumulated balances resulting from those flows are represented on the balance sheet as "cash held at broker" and "cash due to broker." The Master Trust will also record an unrealized gain or loss on futures, which is calculated as the difference between the notional cost and the notional market value of open futures contracts.

Futures contracts involve, to varying degrees, credit and market risks. The Master Trust enters into futures contracts on exchanges where the exchange acts as the counterparty to the transaction. Thus, credit risk on such transactions is limited to the failure of the exchange. The daily settlement on the futures contracts serves to greatly reduce credit risk. Losses in value may arise from changes in the value of the underlying instrument or if there is an illiquid secondary market for the contracts. In addition, there is the risk that there may not be an exact correlation between a futures contract and the underlying index or security.

At December 31, 2013, U.S. Government Bonds with a par value of \$21,140,000 (\$20,754,673 fair value) were pledged as collateral for open equity and fixed income futures positions. These bonds are restricted from trading until the futures positions for which they are pledged as collateral are settled. A cash balance of \$3,342,273 was posted to cover margin requirements for open futures contracts.

At December 31, 2012, U.S. Government Bonds with a par value of \$9,034,000 (\$9,027,882 fair value) were pledged as collateral for open equity and fixed income futures positions. These bonds are restricted from trading until the futures positions for which they are pledged as collateral are settled. A cash balance of \$6,296,213 was pledged to cover margin requirements for open futures contracts.

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Notes to Financial Statements

December 31, 2013 and 2012

A summary of the open fixed income futures as of December 31, 2013 and 2012 are presented below:

	Long Contracts		Short Contracts	
	2013		2013	
	Number of Contracts	Aggregate Face Value	Number of Contracts	Aggregate Face Value
U.S. Treasury Bond Futures (CBT)	66	\$ 8,468,625	297	\$ 38,108,812
U.S. 10-year Treasury Notes Futures (CBT)	-	-	3,670	451,582,031
U.S. 5-year Treasury Notes Futures (CBT)	660	78,746,250	635	75,763,438
U.S. 2- Year Treasury Notes Futures (CBT)	184	40,445,500	-	-
U.S. Ultra Bond (CBT)	157	21,391,250	1,078	146,877,500
Grand Total	<u>1,067</u>	<u>\$ 149,051,625</u>	<u>5,680</u>	<u>\$ 712,331,781</u>

	Long Contracts		Short Contracts	
	2012		2012	
	Number of Contracts	Aggregate Face Value	Number of Contracts	Aggregate Face Value
U.S. Treasury Bond Futures (CBT)	236	\$ 34,810,000	17	\$ 2,507,500
U.S. 10-year Treasury Notes Futures (CBT)	-	-	2,616	347,355,750
U.S. 5-year Treasury Notes Futures (CBT)	1,708	212,499,220	132	16,422,656
U.S. 2- Year Treasury Notes Futures (CBT)	-	-	403	88,848,906
U.S. Ultra Bond (CBT)	448	72,842,000	66	10,731,188
Grand Total	<u>2,392</u>	<u>\$ 320,151,220</u>	<u>3,234</u>	<u>\$ 465,866,000</u>

A summary of the open equity index futures as of December 31, 2013 and 2012 are presented below:

	Long Contracts	
	2013	
	Number of Contracts	Aggregate Face Value
S&P Mid 400 Emini Futures (CME)	22	\$ 2,946,680
S&P 500 Emini Index Futures (CME)	2,609	240,171,495
Russell 2000 Mini Ind Futures (NYF)	37	4,297,180
Grand Total	<u>2,668</u>	<u>\$ 247,415,355</u>

	Long Contracts	
	2012	
	Number of Contracts	Aggregate Face Value
S&P 500 Emini Index Fut (CME)	2,162	\$ 153,512,810
Grand Total	<u>2,162</u>	<u>\$ 153,512,810</u>

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Notes to Financial Statements

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Options

The Master Trust may invest in option contracts. An option contract is a contract in which the writer of the option grants the buyer of the option the right to purchase from ("call option"), or sell to ("put option"), the writer a designated instrument at a specified price within a specified period of time. Certain options, including options on indices, will require cash settlement by the Master Trust if the option is exercised. The Master Trust may enter into put or call option contracts in order to: hedge against potential adverse price movements in the value of the portfolio assets, as a temporary substitute for selling selected investments; to lock in the purchase price of a security or currency that it expects to purchase in the near future, as a temporary substitute for the purchase of selected investments; and to enhance potential gain.

When the Master Trust purchases or writes an option, an amount equal to the premium paid or received by the Master Trust is recorded as an asset or liability and is subsequently adjusted to the current market value of the option purchased or written. Options purchased or written are valued at the last sale price or, in the absence of a sale, the mean between the closing bid and asked prices or at the most recent asked price (bid for purchased options) if no bid and asked price are available. Over-the-counter purchased or written options are valued using dealer supplied quotations. Gain and loss is recognized when the option contract expires or is closed.

If the Master Trust writes a covered call option, the Master Trust foregoes, in exchange for the premium, the opportunity to profit during the option period from an increase in the value of the underlying security above the exercise price. If the Master Trust writes a put option, it accepts the risk of a decline in the value of the underlying security below the exercise price. Over-the-counter options have a risk of the potential inability of counterparties to meet the terms of their contracts. The Master Trust's maximum exposure to purchased options is limited to the premium initially paid. In addition, certain risks may arise upon entering into option contracts prior to the expiration date and that a change in value of the option contract may not correlate exactly with changes in the value of the securities or currencies hedged.

A summary of open purchased equity options as of December 31, 2013 and 2012 are presented below:

Put Options				
2013		2012		
Number of Contracts	Market Value	Number of Contracts	Market Value	
Total purchased equity	1,067	\$ 375,959	155	\$ 17,980
Premiums paid in aggregate as of December 31, 2013				\$ 1,029,518
Premiums paid in aggregate as of December 31, 2012				\$ 169,365

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

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Swaps

As of December 31, 2013 and 2012, the Master Trust was not invested in any swaps.

The Master Trust may invest in interest rate swap contracts. The Master Trust uses interest rate swap contracts to manage its exposure to interest rates. Interest rate swap contracts entered into by the Master Trust typically represent the exchange by the Master Trust with a counterparty of a commitment to make variable rate and fixed rate payments with respect to a notional amount of principal. Such contracts may have a term of one to ten years, but typically require periodic interim settlement in cash, at which time both the value of the index or security and the specified variable interest rate are reset for the next settlement period. During the period that the swap contract is open, the contract is marked-to-market as the net amount due to or from the Plan in accordance with the terms of the contract based on the closing level of the relevant index or security and interest accrual through the valuation date. Changes in the value of the swap contract are recorded as unrealized gains or losses, while periodic cash settlements are recorded as realized gains or losses.

The Master Trust may invest in credit default swaps. Credit default swap contracts entered into by the Master Trust typically represent the exchange by the Master Trust with a counterparty of a commitment to provide a level of credit protection for a commitment to receive interest at a fixed rate based on the potential risk of default of the relevant underlying issuer. Providing credit protection to a counterparty tends to increase a Master Trust's exposure to the underlying instrument. Receiving credit protection from a counterparty tends to decrease a Master Trust's exposure to the underlying instrument held by a Master Trust, or hedge the fair value of other Master Trust investments. Such contracts may have a term of one to ten years, but typically require periodic interim settlement in cash. During the period that the credit default swap contract is open, the contract is marked-to-market in accordance with the terms of the contract based on the current interest rate spreads and credit risk of the referenced obligation of the underlying issuer and interest accrual through valuation date. Changes in the value of the credit default swap are recorded as unrealized gains or losses, while periodic cash settlements are recorded as realized gains or losses.

Entering into a swap contract involves, to varying degrees, elements of credit, market and interest rate risk in excess of the amounts reported in the statement of net assets available for benefits. Notional principal amounts are used to express the extent of involvement in the transactions, but are not delivered under the contract. Accordingly, credit risk is limited to any amounts receivable from the counterparty. To reduce credit risk from potential counterparty default, the Master Trust enters into swap contracts with counterparties whose creditworthiness has been approved by the Trustee of the Trust. The Master Trust bears the market risk arising from any change in index or security values or interest rates.

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

6. Termination Policies

The Company has not expressed any intent to terminate the Plan or discontinue its contributions. However, in the event the Plan is discontinued:

- (a) The assets comprising the Plan, including the net income/ (loss) of the Plan shall be revalued at market by the Trustee.
- (b) The Plan provides that the net assets of the Plan shall be allocated among the participants and beneficiaries of the Plan in the order provided by ERISA.
- (c) To the extent unfunded vested benefits exist, ERISA provides that such benefits are payable by the PBGC to participants, up to specified limitations, as described in ERISA.

Whether all participants receive their full or partial benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated plan benefit obligations, and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

The Company may terminate the Plan in whole or in part at any time. This summary of termination priorities is provided for general information purposes only. Participants should refer to the Plan document for more information.

7. Party-in-Interest Transactions

Certain investments within the Master Trust were advised by or affiliated with The Bank of New York Mellon ("BNY Mellon"), the Trustee and Custodian, and related party. Transactions with BNY Mellon qualify as party-in-interest transactions. For the years ended December 31, 2013 and 2012, expenses specifically related to the Plan of \$486,331 and \$256,013, respectively, were paid to BNY Mellon and were incurred and included in "Administrative expenses." Additionally, the Plan was allocated approximately \$1,677,043 and \$2,092,912 of expenses paid directly by the Master Trust to BNY Mellon for the years ended December 31, 2013 and 2012, respectively, and are included in "Raytheon Master Pension Trust investment income."

As of December 31, 2013 and 2012, expenses to be paid to BNYM of \$472,938 and \$370,086, respectively, were accrued. Accrued expenses to be paid to BNY Mellon specifically related to the Plan are included in "Accrued administrative expenses" and the Plan's allocation of Master Trust accrued expenses to be paid to BNY Mellon are included in "Other liabilities."

Raytheon Non-Bargaining Retirement Plan

Notes to Financial Statements

December 31, 2013 and 2012

8. Tax Status

The Internal Revenue Service (the “IRS”) has determined and informed the Company by letter dated May 1, 2012, that the design of the Plan meets the requirements for qualification under Code section 401(a), on which the tax exemption of the Trust under Code section 501(a) is based. The Plan has been amended since receiving the determination letter. The Plan Administrator and the Company’s benefits counsel believe that the current design and operation of the Plan are consistent with continued qualification of the Plan and exemption of the Trust in the context of applicable IRS procedures.

The Plan adopted the provisions of uncertain tax positions that provide criteria for the recognition, measurement, presentations and disclosure of uncertain tax positions beginning January 1, 2009. The Plan may from time to time hold investments that give rise to certain tax liabilities. Based upon management’s assessment, the Plan has not recognized any tax liabilities at December 31, 2013 and 2012, respectively. The Plan is subject to examinations by taxing jurisdictions. On March 21, 2014, the IRS informed the Company that it completed its examinations of the Plan for 2009, 2010 and 2011 and accepted the Plan’s Form 5500s as filed. The Plan Administrator believes the Plan is no longer subject to federal tax examinations for years prior to 2012.

9. Risks and Uncertainties

The Plan financial statements are based on the application of U.S. GAAP, which require the Plan to make estimates and assumptions about future events that affect the amounts reported in financial statements and the accompanying notes.

Contributions to the Plan are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee compensation and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements. The investments of the Plan, which are held in the Master Trust, are exposed to various risks, such as interest rate, market and credit risks. See Note 5 for additional information with respect to investment risk.

10. Subsequent Events

The Plan has evaluated subsequent events and transactions subsequent to December 31, 2013 through the date the Plan’s financial statements were available to be issued, September 11, 2014.

Effective July 1, 2014, the Raytheon Marine Systems Retirement Plan was merged into and became a part of the Plan. Participants began participating in the Plan on July 1, 2014.