Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
EXELIS SALARIED RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1929

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

EXELIS INC.

1650 TYSONS BLVD.
MCLEAN, VA 22102

2b Employer Identification Number (EIN)
45-2083813

2c Sponsor's telephone number
703-790-6300

2d Business code (see instructions)
333200

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.	10/14/2014	WILLIAM BONK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)
DELOITTE TAX LLP

1633 BROADWAY
NEW YORK, NY 10019

Preparer's telephone number (optional)
212-492-3600

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address

BENEFITS ADMINISTRATION COMMITTEE EXELIS INC.

1650 TYSONS BLVD.
SUITE 1700
MCLEAN, VA 22102

3b Administrator's EIN: 30-0802305

3c Administrator's telephone number: 703-790-6300

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**	53305
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**	8622
b	Retired or separated participants receiving benefits	**6b**	23435
c	Other retired or separated participants entitled to future benefits	**6c**	13472
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	45529
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	3495
f	Total. Add lines **6d** and **6e**.	**6f**	49024
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**	145
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 1E 3H

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

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
EXELIS SALARIED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
EXELIS INC.

D Employer Identification Number (EIN)
45-2083813

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

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

Part I Basic Information

1 Enter the valuation date: Month _____ Day _____ Year _____

2 Assets:

a Market value	**2a**	3808991046
b Actuarial value	**2b**	3809129161

3 Funding target/participant count breakdown:

		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	**3a**	25534	2674793557
b For terminated vested participants	**3b**	17200	586156648
c For active participants:			
(1) Non-vested benefits	**3c(1)**		82498071
(2) Vested benefits	**3c(2)**		805661619
(3) Total active	**3c(3)**	10571	888159690
d Total	**3d**	53305	4149109895

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**	6.61 %
6 Target normal cost	**6**	56558178

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

10/08/2014
Date

SCOT MARTIN
Type or print name of actuary

14-04380
Most recent enrollment number

BUCK CONSULTANTS, LLC
Firm name

201-902-2502
Telephone number (including area code)

500 PLAZA DRIVE
SECAUCUS, NJ 07096-1533
Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	19797882
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	19797882
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 11.26 %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		40957
	b Interest on (a) using prior year's effective interest rate of 6.95 % except as otherwise provided (see instructions)		4612
	c Total available at beginning of current plan year to add to prefunding balance		45569
	d Portion of (c) to be added to prefunding balance		45569
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	45569

Part III Funding Percentages

14	Funding target attainment percentage	14	91.80 %
15	Adjusted funding target attainment percentage	15	88.85 %
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	93.23 %
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
04/15/2013	29483000	0	04/15/2014	6294000	0
07/15/2013	29483000	0	07/15/2014	6294000	0
10/15/2013	29435000	0			
12/24/2013	30000000	0			
12/31/2013	10000000	0			
01/15/2014	29483000	0			
			Totals ► 18(b)	170472000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	162082892

20 Quarterly contributions and liquidity shortfalls:

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

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	2nd segment:	3rd segment:	
5.23%	6.51%	7.16 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	63

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

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is 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**	56558178
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	340026303	81121274
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**	137679452

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	45569	45569

36 Additional cash requirement (line 34 minus line 35)	**36**	137633883
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	162082892

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

a Total (excess, if any, of line 37 over line 36)	**38a**	24449009
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	45569
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**	

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
EXELIS SALARIED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
EXELIS INC.

D Employer Identification Number (EIN)
45-2083813

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

a Name of MTIA, CCT, PSA, or 103-12 IE: INV. MASTER TRUST OF EXELIS INC.

b Name of sponsor of entity listed in (a): EXELIS INC.

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)
36-6668234-300	M	4218476674

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

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
EXELIS SALARIED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EXELIS INC.

D Employer Identification Number (EIN)
45-2083813

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	43898000	42071000
(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)	4010231095	4218476674
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4054129095	4260547674
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	191749	795264
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	191749	795264
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	4053937346	4259752410

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)	170472000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		170472000
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)		449188454
(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		619660454
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	420031256	
(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)		420031256
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)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		420031256
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		199629198
l Transfers of assets:			
(1) To this plan	2l(1)		6185866
(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) [X] 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 [X] No

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

(1) Name: DELOITTE & TOUCHE LLP (2) EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			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		15000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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
INV. MASTER TRUST OF EXELIS INC.

6b Trust's EIN
366668234

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.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
EXELIS SALARIED RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
EXELIS INC.

D Employer Identification Number (EIN)
45-2083813

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): 36-3046063

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** 565

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete 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: 66% Investment-Grade Debt: 0% High-Yield Debt: 0% Real Estate: 0% Other: 34%

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):

Exelis Salaried Retirement Plan

Sponsor EIN 45-2083813
Plan No. 001

Financial Statements as of and for the
Years Ended December 31, 2013 and 2012, and Independent
Auditors' Report

EXELIS SALARIED RETIREMENT PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Pension Benefits as of December 31, 2013 and 2012	3
Statements of Changes in Net Assets Available for Pension Benefits for the Years Ended December 31, 2013 and 2012	4
Notes to Financial Statements as of and for the Years Ended December 31, 2013 and 2012	5–20

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

Deloitte & Touche LLP
Stamford Harbor Park
333 Ludlow Street
Stamford, CT 06902-6982
USA

Tel: +1 203 708 4000
Fax: +1 203 705 5455
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the Trustees of and Participants in
the Exelis Salaried Retirement Plan:

We have audited the accompanying financial statements of the Exelis Salaried Retirement Plan (the "Plan"), which comprise the statements of net assets available for pension benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for pension 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 these 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these 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 the auditor's 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, the auditor considers internal control relevant to the Plan'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 Plan'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 pension benefits as of December 31, 2013, and the changes therein for the year then ended and its financial status as of December 31, 2012, and the changes therein for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP

October 13, 2014

EXELIS SALARIED RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PENSION BENEFITS
AS OF DECEMBER 31, 2013 AND 2012
(In thousands)

	2013	2012
ASSETS:		
Investments, at fair value — Plan's interest in the Master Trust	$ 3,961,816	$ 3,765,924
Employer contribution receivable	42,071	43,898
Net assets held in 401(h) account	256,661	244,307
Total assets	4,260,548	4,054,129
LIABILITIES:		
Accrued expenses	795	192
Accounts related to obligations of 401(h) account	256,661	244,307
Total liabilities	257,456	244,499
NET ASSETS AVAILABLE FOR PENSION BENEFITS	$ 4,003,092	$ 3,809,630

See notes to financial statements.

EXELIS SALARIED RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PENSION BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012
(In thousands)

	2013	2012
ADDITIONS:		
Plan's interest in the Master Trust investment income	$ 452,677	$ 395,219
Employer contributions	170,472	102,898
Total additions	623,149	498,117
DEDUCTIONS:		
Benefits paid to participants	420,031	335,790
Administrative expenses	15,842	14,316
Total deductions	435,873	350,106
INCREASE IN NET ASSETS BEFORE PLAN TRANSFERS	187,276	148,011
Transfers from Exelis Gilfillan Pension Plan for Hourly Employees	6,186	-
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	193,462	148,011
NET ASSETS AVAILABLE FOR PENSION BENEFITS:		
Beginning of year	3,809,630	3,661,619
End of year	$ 4,003,092	$ 3,809,630

See notes to financial statements.

1. DESCRIPTION OF THE PLAN

The following description of the Exelis Salaried Retirement Plan (formerly the ITT Salaried Retirement Plan) (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

On October 31, 2011, ITT Corporation (ITT) completed the previously announced spin-off (the "Spin-off") of Exelis Inc. (the "Company" or "Exelis" or the "Plan Sponsor") and Xylem Inc. ("Xylem") formerly ITT's Defense and Information Solutions and Fluid Technology segments, respectively. Prior to October 31, 2011 ITT sponsored the Plan. The sponsorship of the Plan was transferred from ITT to the Company at Spin-off and the Company became the new sponsor of the Plan. The ITT Salaried Retirement Plan was renamed the Exelis Salaried Retirement Plan. All assets in the Investment Master Trust of ITT Corporation related to plans that continued to be sponsored by ITT and Xylem after the Spin-off were transferred to the master trusts of ITT and Xylem, respectively.

General — The Plan is a defined benefit plan covering salaried employees of the Company. Retirement income is provided through a percentage formula using final average compensation, benefit service, and an adjustment for Social Security. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended.

On December 31, 2013 the Exelis Gilfillan Pension Plan for Hourly Employees (the "Gilfillan Plan") was merged into the Plan. As a result all assets of the Exelis Gilfillan Hourly Pension Plan were transferred into the Salaried Retirement Plan effective December 31, 2013.

Master Trust — Effective October 31, 2011, the Investment Master Trust of ITT Corporation was transferred from ITT to the Company and renamed the Investment Master Trust of Exelis Inc. (formerly the Investment Master Trust of ITT Corporation) (the "Master Trust"). Under a trust agreement dated July 1, 1977, The Northern Trust Company (the "Trustee" or "Northern Trust") serves as trustee of the Plan and administers the Plan's investment assets. The Plan's assets consist of an undivided interest in an investment account of the Master Trust, EIN 36-6668234, a master trust established by the Company and administered by the Trustee. The Master Trust includes the combined assets of the Plan as well as several other employee benefit plans of the Company. Although assets of the Plan are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain (loss) of the investment account to the participating plans. The net investment income (loss) of the investment assets is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans. A schedule of the Master Trust assets has been filed with the U.S. Department of Labor and includes the Plan's proportionate share of such assets at December 31, 2013 and 2012.

Eligibility — All Company salaried employees that were hired prior to October 1, 2011, by ITT are eligible to participate upon the completion of one year of service and who are at least age 21.

Pension Benefits — Participants are eligible for monthly benefit payments upon reaching age 65. The normal monthly benefit payments are determined by multiplication of the participant's final average compensation by a benefit rate, which depends upon the period of credited service, by the total number of years of credited service, not to exceed 40 years, less applicable social security offset.

Participants are eligible to receive early retirement benefits between the ages of 55 and 65 upon the completion of 10 years of service. Early retirement benefits are computed in a manner similar to normal retirement at age 65, except that they are reduced by certain factors, as outlined in the Plan document, for each month that the early retirement date precedes the normal retirement date.

Death and Disability Benefits — A married employee who is a vested participant is automatically covered by the vested spouse's benefit that provides for spousal survivorship benefits in the event of the employee's death prior to becoming eligible for early or normal retirement benefits. Also, a participant who is eligible for early or normal retirement is automatically covered by a preretirement survivor's benefit that provides for survivorship benefits payable to the participant's named beneficiary in the event of the participant's death prior to benefit commencement date.

Plan Amendments —On June 10, 2013 the Plan was amended effective December 31, 2016, to freeze all benefit accruals for all persons entitled to benefits under the Plan and specifically to stop the accrual of "Benefit Service" and the crediting of "Compensation", as such terms are defined in the Plan document, on and after January 1, 2017, for any and all persons entitled to benefits thereunder.

401(h) Account — The Plan includes a medical benefit (health and welfare) component in addition to normal retirement benefits, to fund a portion of the postretirement obligations for retirees and their beneficiaries in accordance with Section 401(h) of the Internal Revenue Code (IRC or the "Code"). A separate account has been established and maintained in the Plan for the net assets related to the health and welfare component ("401(h) Account"). In accordance with Section 401(h) of the Code, the Plan's investments in the 401(h) Account may not be used for, or diverted to, any purpose other than providing health and welfare benefits to retirees and participants. Any assets transferred to the 401(h) Account from the Plan in a qualified transfer of excess pension plan assets (and any income allocable thereto) that are not used during the plan year must be transferred out of the account to the Plan. The related obligations for health and welfare benefits are not included in this Plan's actuarial present value of accumulated plan benefits but are reflected as obligations in the financial statements of Exelis Salaried Medical and Dental Plan, the Company's health and welfare benefit plan. Plan participants do not contribute to the 401(h) Account. Employer contributions or qualified transfers to the 401(h) Account are determined annually at the discretion of the Plan Sponsor.

In December 2012, the 401(h) Account was segregated into two 401(h) subaccounts. One for the funding designated for retiree medical expenses and the other for retiree prescription drug expenses. The Company began drawing down funds from the 401(h) Account to pay for qualified retiree medical and prescription costs in December 2012 and anticipates continuing drawing funds from the 401(h) Account going forward.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

Risks and Uncertainties — The Plan, through the Master Trust, utilizes various investment instruments, including common stock, U.S. government securities, corporate debt instruments, limited partnerships, collective trust funds, and registered investment companies. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

Investment Valuation and Income Recognition — The Plan's interest in the Master Trust is presented at fair value, which has been determined based on the fair value of the underlying investments of the Master Trust. Fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for description of valuation methods.

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

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

Administrative Expenses — Administrative expenses of the Plan are paid by the Master Trust on behalf of the Plan, as provided in the Plan document and the Master Trust agreement. Administrative expenses generally consist of consulting fees, auditing fees, recordkeeping fees, and investment management fees. The Plan Sponsor provides accounting and other administrative services to the Plan and Master Trust at no charge.

3. FAIR VALUE MEASUREMENTS

Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, as follows: Level 1, which refers to securities valued using unadjusted quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3, which refers to securities valued based on significant unobservable inputs. The Plan's financial statements as of December 31, 2013 and December 31, 2012, were prepared with actual reported values for all level 3 assets. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Transfers Between 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.

We evaluate the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits.

Asset Valuation Techniques — Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

- *Domestic and international equity* - which include common and preferred stocks, domestic listed and foreign listed equity securities, open-ended and closed-ended mutual funds, exchange traded funds (registered investment companies), are generally valued at the closing price reported on the major market on which the individual securities are traded at the measurement date. Also included within this asset category are common collective trusts (CCTs) comprised of common and preferred shares. CCTs are arrangements in which the funds of individual trusts are pooled to avail themselves of professional investment management and achieve greater diversification of investment, stability of income, or other investment objectives. CCTs are reported at net asset value (NAV) as of the measurement date. NAV is used as a practical expedient to estimate fair value. CCTs investing in common and preferred shares are classified as Level 2.

- *Private equity funds* - which include buy-out, mezzanine, venture capital, distressed asset, commodities, real estate and venture capital, are typically limited partnership investment structures and/or joint ventures. Private equity valuations are based on the valuation of the underlying investments, which include inputs such as cost, operating results, discounted future cash flows and market-based comparable data. NAV is used as a practical expedient to estimate fair value and is obtained from the audited financial statements provided by the fund manager.

- *Fixed income investments* - which include U.S. Government securities is generally valued using pricing models that use verifiable, observable market data such as interest rates, benchmark yield, bids provided by brokers or dealers, or quoted prices of securities with similar characteristics. Also included within this asset category are (CCTs) comprised of corporate bonds. CCTs are arrangements in which the funds of individual trusts are pooled to avail themselves of professional investment management and achieve greater diversification of investment, stability of income, or other investment objectives. CCTs are reported NAV as of the measurement date. NAV is used as a practical expedient to estimate fair value. CCTs investing in debt are classified as Level 2.

- *Hedge funds* - which include equity long/short, event driven, fixed income arbitrage and global macro, are typically limited partnership investment structures. Limited partnership interests in hedge funds are primarily valued using a market approach based on net asset value (NAV) calculated by the funds and are not publicly available. NAV is used as a practical expedient to estimate fair value and is obtained from audited financial statements

provided by substantially all of the fund managers. Hedge funds that permit redemption on a quarterly or more frequent basis with 90 or fewer days notice are generally classified within Level 2 of the fair value hierarchy; all other hedge funds are classified as Level 3.

- *Other* - is primarily comprised of guaranteed insurance contracts valued at book value, which approximates fair value, and is calculated using the prior year balance adjusted for investment returns and changes in cash flows.

- *Cash and cash equivalents)* - are primarily comprised of short-term money market funds valued at cost, which approximates fair value, or valued at quoted market prices of identical instruments.

The following tables sets forth by level within the fair value hierarchy a summary of the Master Trust's investments measured at fair value on a recurring basis at December 31, 2013 and 2012:

	December 31, 2013			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Asset category:				
Domestic equity				
Large cap	$ 541,711	$ 171,414	$ -	$ 713,125
Mid cap	486,818	45,331		532,149
Small/Micro cap	50,809	58,052	-	108,861
Subtotal — Domestic equity	1,079,338	274,797	-	1,354,135
International equity	346,345	114,441		460,786
Private equity				
Buyout funds			878,447	878,447
Mezzanine funds			40,724	40,724
Venture capital funds			100,567	100,567
Distressed asset investments			198,401	198,401
Commodities and Real Estate			60,712	60,712
Subtotal — Private equity	-	-	1,278,851	1,278,851
Fixed Income Investments				
U.S. Government securities		416,832		416,832
Corporate bonds		51,106		51,106
Subtotal — Fixed Income Investments	-	467,938	-	467,938
Hedge Funds	-	73,948	653,562	727,510
Other		70,710	12,119	82,829
Cash and cash equivalents	17,626	189,484		207,110
Total	$ 1,443,309	$ 1,191,318	$ 1,944,532	$ 4,579,159
Receivable/(payables), net				5
Total fair value of Plan assets				$ 4,579,164

	December 31, 2012			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Asset category:				
Domestic equity				
Large cap	$ 406,789	$ -	$ -	$ 406,789
Mid cap	408,053	34,780		442,833
Small/Micro cap	43,658	42,828	-	86,486
Subtotal — Domestic equity	858,500	77,608	-	936,108
International equity	311,377	185,730		497,107
Private equity				
Buyout funds			899,549	899,549
Mezzanine funds			42,460	42,460
Venture capital funds			88,835	88,835
Distressed asset investments			238,242	238,242
Commodities and Real Estate			67,721	67,721
Subtotal — Private equity	-	-	1,336,807	1,336,807
Fixed Income Investments				
U.S. Government securities		527,596		527,596
Corporate bonds		47,402		47,402
Subtotal — Fixed Income Investments	-	574,998	-	574,998
Hedge Funds	-	236,850	526,279	763,129
Other	1,744		9,507	11,251
Cash and cash equivalents	19,051	176,511		195,562
Total	$ 1,190,672	$ 1,251,697	$ 1,872,593	$ 4,314,962
Receivable/(payables), net				32,637
Total fair value of Plan assets				$ 4,347,599

The following tables present a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) for the years ended December 31, 2013 and 2012:

	Hedge Fund	Private Equity	Other	Total
Beginning balance — January 1, 2013	$ 526,279	$ 1,336,807	$ 9,507	$ 1,872,593
Total gains and losses	53,300	155,874	2,747	211,921
Purchases	93,107	86,818	2,926	182,851
Sales	(62,726)		(3,239)	(65,965)
Settlements	(18,156)	(192,657)		(210,813)
Issuances	(4,569)	(107,991)	178	(112,382)
Transfers in/or out of Level 3 (a)	66,327			66,327
Ending balance — December 31, 2013	$ 653,562	$ 1,278,851	$ 12,119	$ 1,944,532

(a) In 2013, a hedge fund investment of $66,327 was transferred out of level 2 to level 3 due to certain investments in the hedge fund being deemed illiquid
There were no other transfers between levels other than those indicated in the table above

	Hedge Fund	Private Equity	Other	Total
The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses related to assets still held at December 31, 2013	$ 53,109	$ 59,061	$ 1,851	$ 114,021

	Hedge Fund	Private Equity	Other	Total
Beginning balance — January 1, 2012	$ 651,595	$ 1,340,118	$ 8,335	$ 2,000,048
Total gains and losses	(507)	(19,353)	1,092	(18,768)
Purchases	23,503	141,792	1,516	166,811
Sales	(140,123)		(1,583)	(141,706)
Settlements	(7,689)	(171,388)		(179,077)
Issuances	(4,000)	3,930	153	83
Transfers in/or out of Level 3 (b)	3,500	41,708	(6)	45,202
Ending balance — December 31, 2012	$ 526,279	$ 1,336,807	$ 9,507	$ 1,872,593

(b) In 2012, certain investments were reclassified due to refinements in the Plan's valuation process
There were no other transfers between levels other than those indicated in the table above

	Hedge Fund	Private Equity	Other	Total
The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses related to assets still held at December 31, 2012	$ 5,242	$ 33,379	$ 1,003	$ 39,624

The following table presents information regarding the nature and risks of the investments, including redemption restrictions for investments where fair value is based on the NAV as of December 31, 2013 and 2012:

	Fair Value		Redemption Frequency (If Eligible)	Redemption Notice Period (a)
	2013	2012		
Domestic equity				
Large Cap	$ 171,414	$ -	daily	N/A
Mid Cap	45,331	34,780	daily	N/A
Small Cap	58,052	42,828	daily	N/A
Subtotal — Domestic equity	274,797	77,608		
International equity	114,441	185,730	daily	N/A
Private Equity (b)				
Buyout funds	878,447	899,549	N/A	N/A
Mezzanine funds	40,724	42,460	N/A	N/A
Venture capital funds	100,567	88,835	N/A	N/A
Distressed asset investments	198,401	238,242	N/A	N/A
Commodities and Real Estate	60,712	67,721	N/A	N/A
Subtotal — Private equity	1,278,851	1,336,807		
Fixed Income Investments				
Corporate Bonds	51,106	47,402	daily	N/A
Subtotal — Fixed Income Investments	51,106	47,402		
Hedge Funds	727,510	763,129	quarterly, annually	30 - 91 days
Cash and cash equivalents	189,484	176,511	daily	N/A
Other	70,710		quarterly, annually	30 days
Total	$ 2,706,899	$ 2,587,187		

(a) Redemption restrictions vary by investment management agreement but are based on the initial investment date and take into account liquidity terms, notice periods, redemption schedules, withdrawal with or without penalties and lock-ups, if any. In certain cases, full redemption may extended over a period of time

(b) Limited partnership interests in private equity funds are not redeemable from the general partner. Private equity interests can be sold through a secondary sale to a third party.

The following table presents information regarding the unfunded commitments and redemption restrictions for partnerships and joint ventures held by the Plan as of December 31, 2013 and 2012:

	Unfunded Commitments		Redemption Frequency (If Eligible)	Redemption Notice Period
	2013	2012		
Private Equity (a)				
Buyout funds (b)	$ 185,183	$ 221,734	N/A	N/A
Distressed asset investments (c)	28,082	32,851	N/A	N/A
Venture capital funds (d)	23,823	32,710	N/A	N/A
Mezzanine funds (e)	25,645	31,685	N/A	N/A
Commodities (f)	550	1,983	N/A	N/A
Real estate (g)	4,932	2,313	N/A	N/A
Total	$ 268,215	$ 323,276		

(a) Limited partnership interests in private equity funds are not redeemable from the general partner. Private equity interests can be sold through a secondary sale to a third party.

(b) Buyout funds are partnership investment vehicles that take a controlling interest primarily in private companies with the intent of developing them for future sale at a higher price to a strategic or financial buyer or through an initial public offering. The nature of the investments in this category is that distributions are received through the liquidation of the underlying assets of the fund. These partnership vehicles are expected to be liquidated over the next three to 10 years.

(c) Distressed asset investments are partnership investment vehicles that purchase debt or preferred equity instruments of companies that are distressed, near bankrupt, or bankrupt. The nature of the investments in this category is that distributions are received through the liquidation of the underlying assets of the fund. These partnership vehicles are expected to be liquidated over the next seven to nine years.

(d) Venture capital funds are partnership investment vehicles that provide seed or growth capital to start-ups and early stage companies, usually in high growth industries, such as information and clean technology, health care and biotechnology. The nature of the investments in this category is that distributions are received through the liquidation of the underlying assets of the fund. These partnership vehicles are expected to be liquidated over the next six to nine years.

(e) Mezzanine private equity funds provide mezzanine loans to companies that need capital but do not want to sell or dilute their equity interests. Mezzanine loans are subordinated debt or preferred equity securities that represent a claim on the borrower's assets, which is senior to the common equity but subordinate to senior secured and unsecured debt. The nature of the investments in this category is that distributions are received through coupon payments and the liquidation of the underlying assets of the fund. These partnership vehicles are expected to be liquidated over the next eight to 10 years.

(f) Commodities are partnership investment vehicles that invest in businesses engaged in commodity related sectors, including as energy, natural resources, and agriculture. Investments are realized through the sale of the underlying assets to a strategic or financial buyer, or through an initial public offering.

(g) Real estate investments are partnership investment vehicles that invest in commercial, industrial, and residential real estate. Investments are realized through the sale of the underlying assets to a strategic or financial buyer.

4. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the years ended December 31, 2013 and 2012.

5. ACCUMULATED PLAN BENEFITS

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

The following amounts were calculated as of the latest actuarial valuation date, which was January 1, 2013.

The actuarial present value of accumulated plan benefits as of January 1, 2013 is as follows:

Vested accumulated plan benefits:	
Retired participants and/or beneficiaries currently receiving benefits	$ 2,324,737
Other participants	1,133,944
Total vested accumulated plan benefits	3,458,681
Nonvested accumulated plan benefits	62,250
Total actuarial present value of accumulated plan benefits	$ 3,520,931

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended January 1, 2013, are as follows:

Actuarial present value of accumulated plan benefits at January 1, 2012	$	3,344,037
Increase (decrease) during the year attributable to:		
Benefits accumulated		49,692
Plan changes		38,659
Assumption changes		138,155
Benefits paid		(335,790)
Interest		286,178
Actuarial present value of accumulated plan benefits at January 1, 2013	$	3,520,931

The actuarial cost method used to measure the present value of accumulated plan benefits is the accrued benefit method. The significant actuarial assumptions used in the January 1, 2013 valuations were:

- For 2013, the mortality assumption was updated according to the projection specified in IRS Regulation 1.430(h) (3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

- Retirement age: Age 65.

- Investment return was 8.50% per annum for 2013.

- Discount rate was 8.50% per annum for 2013.

Actuarial assumptions for the period before normal retirement include factors for mortality, termination of employment, early retirement, and disability.

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. The actuarial present value and the actuarial value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change which may have an impact on the Plan contributions. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that certain changes in these estimates and assumptions could be material to the financial statements.

6. INTEREST IN MASTER TRUST

The net assets of the Master Trust at December 31, 2013 and 2012 are summarized as follows:

	2013	2012
Assets:		
Investments:		
Common collective trusts	$ 644,981	$ 389,078
Common and preferred stocks	1,278,089	1,009,053
U.S. Government securities	416,832	527,596
Partnerships/joint ventures	1,454,938	1,510,065
Hedge funds	483,225	552,289
Registered investment companies	258,926	213,760
Cash and cash equivalents	42,168	113,121
	$ 4,579,159	$ 4,314,962
Receivable/(payables), net	5	32,637
Total assets of the Master Trust	$ 4,579,164	$ 4,347,599
Plan's interest in net assets of the Master Trust	$ 3,961,816	$ 3,765,924
Plan's interest in the Master Trust as a percentage of the total	86.52 %	86.62 %
401(h) account's interest in net assets of the Master Trust	$ 256,661	$ 244,307
401(h) account's interest in the Master Trust as a percentage of the total	5.60 %	5.62 %

The net investment earnings of the Master Trust for the years ended December 31, 2013 and 2012 are summarized below:

	2013	2012
Net appreciation (depreciation) in fair value of investments:		
Common collective trusts	$ 1,230	$ (2,634)
Common and preferred stocks	323,862	167,673
U.S. government securities	(110,924)	78,320
Partnerships/joint ventures	132,732	147,905
Hedge funds	91,563	(14,673)
Registered investment companies	(3,241)	26,158
Other	53,126	10,943
Net appreciation (depreciation) in fair value of investments	488,348	413,692
Interest income	1,599	1,723
Dividend income	23,548	26,005
Other income	29,866	25,725
Administrative expenses	(37,816)	(30,640)
Investment income of the Master Trust	$ 505,545	$ 436,505
Plan's interest in the Master Trust investment income	$ 452,677	$ 395,219
401(h) account's interest in the Master Trust's investment income	$ 30,010	$ 11,847

7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Master Trust investments are shares of registered investment companies managed by the Trustee. These assets and related transactions qualify as exempt party-in-interest transactions.

Certain administrative functions are performed by officers and employees of the Company (who may also be a participant in the Plan) at no cost to the Plan or Master Trust. These transactions are not deemed prohibited party-in-interest transactions because they are covered by the statutory administrative exemptions from the IRC and ERISA's rules on prohibited transactions.

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated June 25, 2002, that the Plan and related trust are designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the Plan administrator believes that the Plan is currently designed and is currently being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. On January 31, 2011, ITT Corporation filed a plan restatement with the IRS, and is awaiting their determination. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011 because of the Spin-off. The Company became the Plan's sponsor effective October 31, 2011. ITT Corporation, the prior sponsor of the Plan, may be subject to income tax examinations for years prior to 2011. The Company and ITT entered into a Tax Matters Agreement, which generally provides that ITT shall indemnify Exelis for consolidated income taxes relating to any pre Spin-off period up to a certain amount.

9. PLAN TERMINATION

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

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

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

10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for pension benefits per the financial statements to the net assets available for benefits per the Form 5500 at December 31, 2013 and 2012:

	2013	2012
Net assets available for pension benefits per the financial statements	$ 4,003,092	$ 3,809,630
Net assets held in defined benefit plan — 401(h) account	256,661	244,307
Net assets available for benefits per Form 5500	$ 4,259,753	$ 4,053,937

The net assets of the 401(h) account included in Form 5500 are not available to pay pension benefits but can be used only to pay retiree health benefits. The following is a reconciliation of the changes in net assets available for pension benefits per the financial statements to the net income per the Form 5500 for the years ended December 31, 2013 and 2012:

	2013	2012
Increase in net assets available for pension benefits per the financial statements	$ 193,462	$ 148,011
Net increase 401(h) account	12,354	11,847
Net income per Form 5500	$ 205,816	$ 159,858

11. PLAN MERGER

The merger of the Gilfillan Plan and the Plan became effective December 31, 2013, with the Plan being the surviving plan. The merger had no effect on the existing participant benefits accrued under the respective plans. Participants in the Plan at the merger date will continue to accrue benefits under the Plan's formula described in Note 2. As the Gilfillan Plan is completely frozen, Participant of the Gilfillan Plan will not accrue additional benefits under the Plan.

The Gilfillan Plan's assets were transferred to the Plan effective December 31, 2013 at fair value. The total assets received by the Plan were $6,185,866.

As of December 31, 2012 the Gilfillan Plan's accumulated plan benefits and net assets available for benefits were as follows;

Retired participants and/or beneficiaries currently receiving benefits	$ 3,176,007
Other participants	1,787,789
Total vested accumulated plan benefits	4,963,796
Nonvested accumulated plan benefits	12,403
Total actuarial present value of accumulated plan benefits	4,976,199
Net assets available for pension benefits	6,076,289
Excess of net assets available for benefits over actuarial present value of accumulated plan benefits	$ 1,100,090

12. SUBSEQUENT EVENTS

For the year ended December 31, 2013, subsequent events were evaluated through October 13, 2014, the date the financial statements were available to be issued.

******

Plan Name	**Exelis Salaried Retirement Plan**
Plan Sponsor EIN	**45-2083813**
ERISA Plan #	**001**
Plan Year Ending	**12/31/2013**

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

EXELIS SALARIED RETIREMENT PLAN
EIN / PIN 45-2083813 / 001

Schedule SB, Part V - Summary of Plan Provisions

Effective Date

January 1, 1965

Last Amended

January 1, 2012

Eligibility for Membership

All salaried employees age 21 with one year of service. The plan has been closed to new participants effective January 1, 2012.

Normal Retirement Allowance

Eligibility

Age 65.

Benefit

For the first 40 years of benefit service, a participant may elect either of the following benefit accruals:

1) Traditional Pension Formula

   2% of final average salary (1.5% for employees who became participants after January 1, 2000) during the 5 years of service in the last 10 years giving the highest average, for each of the first 25 years of traditional formula service, plus 1.5% of such final average salary for traditional formula service between 25 and 40 years, reduced by 1.25% of the Social Security benefit multiplied by traditional formula service up to 40 years. Effective January 1, 2012, no new employees will be eligible to participate in the Plan.

2) Pension Equity Formula

   Lump sum benefit based on the following percentages of final average salary: under age 30, 3% per year of service, age 30 - age 39, 4% per year of service, age 40 - age 49, 5% per year of service, age 50 and over, 6% per year of service. Total years credited cannot exceed 40. Effective January 1, 2012 (October 31, 2011 for ITT/Xylem employees), accrued percentage of final average salary and final average salary were frozen. Effective January 1, 2012, the rate of interest to be credited towards the lump sum benefit for Exelis employees shall be the 10-year Treasury rate as in effect on December 31 of the prior calendar year but not less than 3.25%.

An amendment effective January 1, 2012 provided employees a choice to accrue future benefits under (1) the Traditional Pension Formula, or (2) an age-based defined contribution plan. Effective January 1, 2012, the pension equity formula accruals option was no longer available.

Special Early Retirement Allowance

For employees who became participants before January 1, 2000, age 55 and 15 years of service or age 50 with age and service totaling 80 or more years. For employees who became participants after December 31, 1999 but before January 1, 2005, age 55 and 15 years of service.

EXELIS SALARIED RETIREMENT PLAN
EIN / PIN 45-2083813 / 001

Schedule SB, Part V - Summary of Plan Provisions

Benefit

For pre-January 1, 2000 participants; accrued pension under the traditional formula can commence as early as age 50 and is reduced 5/12 of 1% for each month that payments commence prior to age 60, but not less than 75% of the unreduced benefit that would have been payable at age 60. For post-December 31, 1999 participants; accrued pension under the traditional formula can commence as early as age 55 and is reduced 5/12 of 1% for each month up to 48 months that payments commence prior to age 62, and further reduced 1/3 of 1% for each month up to 12 months that payments commence prior to age 58, and further reduced 1/4 of 1% for each month that payments commence prior to age 57. Social Security reduction is not applied before age 62. Accrued pension under pension equity formula payable in the form of an actuarially equivalent annuity.

Standard Early Retirement Allowance

Eligibility

Age 55 and 10 years of service.

Benefit

Accrued pension deferred to age 65 or an immediate benefit reduced 1/4 of 1% for each month that payments commence prior to age 65. (For post- December 31, 2004 participants, the reduction is 6.67% per annum for retirements between ages 60 to 65, and further reduced 3.33% per annum for retirements before age 60.) Social Security reduction is not applied before age 62 for pre- January 1, 2005 participants. Accrued pension under pension equity formula payable in the form of an actuarially equivalent annuity.

Vested Benefit

Eligibility

3 years of service.

Benefit

Accrued pension based on final average salary at termination.

Vested Spouse Benefit

Eligibility

Death after becoming eligible for a vested benefit and prior to Benefit Commencement. Benefit commences no earlier than earliest retirement date which could have been elected by deceased participant.

Benefit

Accrued pension under traditional formula at time of death, adjusted as if participant had retired on date payments to spouse commence under joint and 50% survivorship option, and then died. For a terminated vested participant there is a charge for each year coverage is in effect after termination date. Coverage for which a charge is made may be waived with consent of the spouse. Accrued pension under pension equity formula in the form of actuarially equivalent annuity or lump sum payment equal to participant's full pension equity benefit.

EXELIS SALARIED RETIREMENT PLAN
EIN / PIN 45-2083813 / 001

Schedule SB, Part V - Summary of Plan Provisions

Automatic Pre-Retirement Survivor Benefit

Eligibility

Death after earlier of age 65 or age 55 with 10 years of service and prior to Benefit Commencement.

Benefit

50% of accrued traditional pension at time of death, no adjustment for early commencement. Accrued pension under pension equity formula in the form of actuarially equivalent annuity or lump sum payment equal to participant's full pension equity benefit.

Supplemental Survivor's Benefit

Eligibility

Election available upon the earlier of age 65 or age 55 with 10 years of service. Charge for coverage is 1/2 of 1% for each year in effect.

Benefit

25% of accrued traditional pension, adjusted if beneficiary is more than 5 years younger. Payable to same beneficiary as under Automatic Pre-Retirement Survivor Benefit.

Normal Form of Benefit

Single

Life annuity.

Married

Actuarial equivalent 50% joint and survivor annuity, unless elects otherwise, for vested participants and post- December 31, 2004 participants; 90% Spouse's Contingent Annuity Option for pre- January 1, 2005 participants.

Spouse's Contingent Annuity Option

(1) 90% (adjusted for difference in ages of more than 5 years) of benefit with 50% of the unreduced benefit payable to spouse after retired member's death.

(2) 80% (adjusted for difference in ages of more than 5 years) of benefit with the reduced benefit payable to spouse after retired member's death.

Spouse's Contingent Annuity options are not available for vested benefits for participants hired on or after January 1, 2005.

Standard Contingent Annuity Option

(1) 100% joint and survivor annuity.
(2) 50 % joint and survivor annuity.
(3) 75 % joint and survivor annuity.

EXELIS SALARIED RETIREMENT PLAN
EIN / PIN 45-2083813 / 001

Schedule SB, Part V - Summary of Plan Provisions

Small Lump Sum

Present value of accrued benefit totaling $5,000 or less, paid in the form of lump sum.

Maximum Benefit

ERISA maximum as amended by the Tax Reform Act of 1986, the Retirement Protection Act of 1994 (RPA '94) and the Economic Growth and Tax Relief Reconciliation Act of 2001 (EGTRRA) and IRC Section 401(a)(17) compensation limitations as amended by the Omnibus Budget Reconciliation Act of 1993 and EGTRRA.

Contributions

All contributions to support the Plan are made by the plan sponsor.

Special Benefits

This summary does not include special benefit provisions which may apply to a limited group of employees covered under former plans, certain frozen status members and retirement members. These provisions are taken into account in the valuation.

EXELIS SALARIED RETIREMENT PLAN
EIN / PN: 45-2083813 / 001

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

Prescribed Funding Assumptions and Methods

Funding interest rates

Current Year:	Segment Rates with four-month lookback:	
	First Segment Rate	1.75%
	Second Segment Rate	4.62%
	Third Segment Rate	5.72%

In accordance with MAP-21 and HATFA, the first, second and third Segment Rates are constrained to a 90%-110% Corridor around the average Segment Rates for the 25-year period ending September 30, 2012, or **5.23%, 6.51%** and **7.16%,** respectively, for minimum funding and benefit restrictions but not for maximum tax-deductible purposes.

	Effective Interest Rate (Based on HATFA rates)	6.61%
Prior Year:	Segment Rates with four month lookback:	
	First Segment Rate	2.06%
	Second Segment Rate	5.25%
	Third Segment Rate	6.32%

In accordance with MAP-21, the first, second and third Segment Rates are constrained to a 90%-110% Corridor around the average Segment Rates for the 25-year period ending September 30, 2011, or **5.54%, 6.85%** and **7.52%,** respectively for minimum funding and benefit restrictions but not for maximum tax-deductible purposes.

	Effective Interest Rate (Based on MAP-21 rates)	6.95%

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, applied on a static basis, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

Actuarial cost method

The Funding Target is the present value of accrued benefits and based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected plan related expenses to be paid from plan assets during the year.

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

Non-Prescribed Funding Assumptions and Methods

Salary increase assumption

Age	Annual Rate
25	7.482%
30	5.896
35	4.956
40	4.102
45	3.602
50	3.345
51	3.291
52	3.240
53	3.190
54	3.141
55	3.128
56	3.083
57	3.038
58	2.995
59	2.951
60	2.910
61	2.902
62	2.862
63	2.824
64	2.817
65	2.779
66+	2.750

Social Security

2.75% per year increase, compounded annually.

Expenses

Plan related expenses from the prior year excluding PBGC premium paid plus current year's PBGC premium.

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

Non-Prescribed Funding Assumptions and Methods (continued)

Frequency of optional payment forms

	Probability for	
Optional Form	Retirement from Active Employment	Retirement from Deferred Vested Status
50% J&S	0%	40%
75% J&S	0%	0%
100% J&S	30%	0%
Life Annuity	40%	60%
90%/50% Sp CA	30%	0%
5 Year C&L	0%	0%
Lump Sum (PEP only)	100%	100%

Lump Sum Conversion Assumptions:

Interest Rate (Funding): Segment Rates
Mortality Applicable IRC Section 417(e)

Marital percentage

85% of participants are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

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

Non-Prescribed Funding Assumptions and Methods (continued)

Retirement rates

Age	Normal Retirement Rates	Standard Early Retirement Rates	Special Early Retirement Rates
50	-	-	6.53%
51	-	-	6.38%
52	-	-	6.27%
53	-	-	6.18%
54	-	-	6.11%
55	-	6.05%	7.50%
56	-	6.08%	8.00%
57	-	6.11%	8.50%
58	-	6.21%	9.00%
59	-	6.29%	9.50%
60	-	8.45%	10.00%
61	-	8.56%	15.00%
62	-	8.89%	25.00%
63	-	9.25%	15.00%
64	-	9.61%	10.00%
65	50.00%	-	-
66	30.00%	-	-
67	30.00%	-	-
68	30.00%	-	-
69	30.00%	-	-
70	100.00%	-	-

Participants who are actively employed at ITT or Xylem are assumed to retire according to the rates outlined above through 2016 except for participants who attain eligibility for a special unreduced pension during the 5-year period of eligibility growth through 2016, the retirement rate is assumed to be 40% in the year this eligibility is attained and 80% at the end of the 5-year period.

Terminated vested participants are assumed to retire at age 60.

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

Non-Prescribed Funding Assumptions and Methods (continued)

Disability rates

Age	Rates
25	0.03%
30	0.03%
35	0.03%
40	0.04%
45	0.08%
50	0.21%
55	0.45%
60	1.01%
65	0.00%

Withdrawal rates[1]

Age	Non-vested Rates	Vested Rates
25	22.54%	14.54%
30	19.45%	11.45%
35	17.16%	9.16%
40	15.64%	8.64%
45	14.50%	7.50%
50	13.53%	6.53%
55	6.05%	6.05%
60	8.45%	8.45%
65	0.00%	0.00%

Higher rates of withdrawal for non-vested are used during the first, second, and third years of employment for employees hired before age 45.

Asset valuation method

The Actuarial Value of Assets is Market Value as of the valuation date including discounted receivable contributions, reduced by decreasing fractions 2/3 and 1/3, of the of the gain/(loss) in each of the prior 2 years, respectively. The gain/(loss) for each period is determined as the actual return on Market Value during the period less the expected return on Market Value based on an assumed earnings rate required by PPA to be not greater than the applicable third segment rate. The resulting value is constrained to be within a corridor of 90% to 110% of Market Value, including discounted receivable contributions.

The expected return on plan assets is 9.00% per annum, limited by PPA to the applicable Third Segment Rate as follows:

2012 measurement period: 7.52%
2011 measurement period: 6.57%

The expected return on plan assets was changed to 8.50% for the 2013 measurement period.

[1] For active participants not eligible for retirement.

Non-Prescribed Funding Assumptions and Methods (continued)

Statement of Enrolled Actuary

Future actuarial measurements may differ significantly from current measurements due to plan experience differing from that anticipated by the economic and demographic assumptions, increases or decreases expected as part of the natural operation of the methodology used for these measurements, and changes in plan provisions or applicable law. Because of limited scope, Buck performed no analysis of the potential range of such future differences.

EXELIS SALARIED RETIREMENT PLAN
EIN/PIN: 45-2083813 / 001

Schedule SB, line 15 – Reconciliation of differences between valuation results and amounts used to calculate AFTAP

The plan sponsor elected to use HATFA assumptions for minimum funding and benefit restriction purposes for 2013.

The enrolled actuary signed a 2013 AFTAP Certification on December 19, 2013. That certification used MAP-21 first, second, and third segment rates of 4.94%, 6.15%, and 6.76%, respectively, and showed an Adjusted Funding Target Attainment Percentage of 88.85%, based on

Funding Target	$	4,286,909,486
Actuarial Value of Assets	$	3,809,129,161
Adjusted Funding Target	$	4,286,909,486
Adjusted Actuarial Value of Assets	$	3,809,083,592
Prefunding Balance	$	45,569

The 2013 AFTAP is 91.80% using the HATFA assumptions shown on line 21a and the Funding Target shown on line 3d.

As this change in AFTAP does not change the operation of the plan, the plan sponsor has not requested and the enrolled actuary has not signed a 2013 AFTAP Certification using segment rates constrained by HATFA.

Exelis Salaried Retirement Plan
EIN/PIN: 45-2083813 / 001
Schedule SB, line 22 – Description of Weighted-Average Retirement Age

This table calculates the weighted average retirement age for all active persons in the plan

(1) Age	(2) Expected Active Headcount	(3) Retirement Rate	(4) Expected Retirements (2)*(3)	(5) Weighted Age (1)*(4)
50	2,353.33	0.0013	3.02	151.18
51	2,607.13	0.0037	9.54	486.61
52	2,914.29	0.0071	20.63	1,072.93
53	3,227.32	0.0091	29.36	1,556.09
54	3,517.48	0.0111	39.04	2,107.99
55	3,789.87	0.0616	233.32	12,832.68
56	3,918.99	0.0658	257.93	14,443.89
57	3,969.16	0.0708	281.04	16,019.34
58	4,002.27	0.0750	300.11	17,406.56
59	3,998.27	0.0791	316.36	18,665.07
60	3,897.77	0.1409	549.35	32,961.12
61	3,497.38	0.1271	444.50	27,114.54
62	3,179.59	0.2033	646.51	40,083.57
63	2,643.10	0.1277	337.51	21,262.82
64	2,381.61	0.0930	221.50	14,175.78
65	2,204.03	0.5758	1,269.00	82,485.07
66	1,031.51	0.3149	324.85	21,440.26
67	768.04	0.3064	235.31	15,765.95
68	571.24	0.3098	176.97	12,034.06
69	428.84	0.3065	131.45	9,070.09
70	326.67	1.0000	326.67	22,866.90
71	22.00	1.0000	22.00	1,562.00
72	14.00	1.0000	14.00	1,008.00
73	9.00	1.0000	9.00	657.00
74	5.00	1.0000	5.00	370.00
75	7.00	1.0000	7.00	525.00
76	5.00	1.0000	5.00	380.00
77	5.00	1.0000	5.00	385.00
78	4.00	1.0000	4.00	312.00
79	2.00	1.0000	2.00	158.00
80	1.00	1.0000	1.00	80.00
81	3.00	1.0000	3.00	243.00
82	0.00	1.0000	0.00	0.00
83	1.00	1.0000	1.00	83.00
84	0.00	1.0000	0.00	0.00
85	0.00	1.0000	0.00	0.00
86	0.00	1.0000	0.00	0.00
87	0.00	1.0000	0.00	0.00
88	0.00	1.0000	0.00	0.00
89	0.00	1.0000	0.00	0.00
90	1.00	1.0000	1.00	90.00

Exelis Salaried Retirement Plan

EIN/PIN: 45-2083813 / 001

Schedule SB, line 22 – Description of Weighted-Average Retirement Age

Total	**6,232.98**	**389,855.50**
Weighted Average Retirement Age = 389,855.50 / 6,232.98		**62.55**
Rounded Weighted Average Retirement Age		**63**

Note to Column 2: The Expected Active Headcount for each age includes persons who are eligible to retire and persons who are not eligible to retire at each age.

Note to Column 3: At each age, these retirement rates are a weighted average of the rates shown in Attachment to Part V for active participants eligible to retire at the age and zero for all other active participants.

Note: The table presents values rounded to fewer significant digits than used in the calculations.

EXELIS SALARIED RETIREMENT PLAN
EIN/PIN: 45-2083813 / 001

Schedule SB, line 24 – Change in Actuarial Assumptions

- The salary scale was updated to better reflect future expected plan experience.
- The Social Security assumption was changed from 3.25% to 2.75% to reflect expected future increases.
- The expected return on plan assets was changed from 9.00% to 8.50% to better reflect expected future asset returns.

Cumulative impact of these changes does not decrease the Funding Target more than $50 million, which is less than 5% of the Funding Target before the changes.

Exelis Salaried Retirement Plan
EIN / PIN 45-2083813 / 001

Schedule SB, Line 26 - Schedule of Active Participant Data

	Completed Years of Benefit Service																	
AGE	Under 1	Average Salary	1-4	Average Salary	5-9	Average Salary	10-14	Average Salary	15-19	Average Salary	20-24	Average Salary	25-29	Average Salary	30-34	Average Salary	35-39	Average Salary	40+	Average Salary
Under 25	29	53,406	42	47,326	0		0		0		0		0		0		0		0	
25-29	112	66,234	349	62,446	60	62,681	1		0		0		0		0		0		0	
30 - 34	228	83,581	395	74,690	164	75,347	17		0		0		0		0		0		0	
35 - 39	263	97,166	349	86,570	138	88,961	56	95,788	9		0		0		0		0		0	
40 - 44	268	99,225	473	92,501	203	96,571	78	91,099	31	106,986	15		3		0		0		0	
45 - 49	244	107,717	602	97,491	309	101,082	157	105,264	90	109,573	106	95,988	85	107,006	1		0		0	
50 - 54	286	106,322	756	101,884	507	99,373	257	101,335	131	117,737	135	109,117	196	112,257	100	119,583	1		0	
55 - 59	197	95,784	572	97,275	416	100,693	218	101,426	106	112,850	93	100,863	142	113,810	117	119,936	27	106,817	0	
60 - 64	135	90,758	326	91,076	212	100,222	102	97,055	69	105,236	44	88,520	52	102,316	43	109,323	24	101,946	7	
65 - 69	54	84,921	134	95,657	57	98,832	27	116,013	21	98,653	8		11		13		4		6	
70+	18		31	94,045	9		12		4		0		6		3		3		2	

EXELIS SALARIED RETIREMENT PLAN
EIN / PN: 45-2083813 / 001

Schedule SB, line 32 – Schedule of Amortization Bases

Type of Base	Present Value of Any Remaining Installments	Valuation Date	Years Remaining	Amortization Installment
Shortfall	$ 619,170,837	January 1, 2011	5	$ 136,770,246
Shortfall	$ (395,220,194)	January 1, 2012	6	$ (75,185,153)
Shortfall	$ 116,075,660	January 1, 2013	7	$ 19,536,181
Total	$ 340,026,303			$ 81,121,274

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

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

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

A Name of plan	B Three-digit plan number (PN) ▶	
EXELIS SALARIED RETIREMENT PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF	**D** Employer Identification Number (EIN)	
EXELIS INC.	45-2083813	

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

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

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2013

2	Assets:			
	a Market value		2a	3808991046
	b Actuarial value		2b	3809129161
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	25534	2674793557
	b For terminated vested participants	3b	17200	586156648
	c For active participants:			
	(1) Non-vested benefits	3c(1)		82498071
	(2) Vested benefits	3c(2)		805661619
	(3) Total active	3c(3)	10571	888159690
	d Total	3d	53305	4149109895
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	6.61%
6	Target normal cost		6	56558178

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	SCOT MARTIN	10/08/2014
	Signature of actuary	Date
SCOT MARTIN		1404380
Type or print name of actuary		Most recent enrollment number
BUCK CONSULTANTS, LLC		201-902-2502
Firm name		Telephone number (including area code)
500 PLAZA DRIVE		
SECAUCUS NJ 07096-1533		
Address of the firm		

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

Part II Beginning of Year Carryover Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	19797882
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	19797882
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 11.26%	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		40957
	b Interest on (a) using prior year's effective interest rate of 6.95% except as otherwise provided (see instructions)		4612
	c Total available at beginning of current plan year to add to prefunding balance		45569
	d Portion of (c) to be added to prefunding balance		45569
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	45569

Part III Funding Percentages

14	Funding target attainment percentage	14	91.80%
15	Adjusted funding target attainment percentage	15	88.85%
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	93.23%
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
04/15/2013	29483000	0			
07/15/2013	29483000	0			
10/15/2013	29435000	0			
12/24/2013	30000000	0			
12/31/2013	10000000	0			
01/15/2014	29483000	0			
04/15/2014	6294000	0			
07/15/2014	6294000	0			
			Totals ► 18(b)	170472000	18(c) 0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
	a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
	b Contributions made to avoid restrictions adjusted to valuation date	19b	0
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	162082892

20 Quarterly contributions and liquidity shortfalls:

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

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

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
5.23%	6.51%	7.16%	

b Applicable month (enter code)	21b	4
22 Weighted average retirement age	22	63

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

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes	☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes	☐ No

27 If the plan is 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	56558178
b Excess assets, if applicable, but not greater than line 31a	31b	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	340026303	81121274
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	137679452

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	45569	45569

36 Additional cash requirement (line 34 minus line 35)	36	137633883
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	162082892
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	38a	24449009
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	45569
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	

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ Complete all entries in accordance with the instructions to the Form 5500.

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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 Exelis Salaried Retirement Plan

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1929

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)
Exelis Inc.

1650 Tysons Blvd.

McLean VA 22102

2b Employer Identification Number (EIN)
45-2083813

2c Sponsor's telephone number
(703) 790-6300

2d Business code (see instructions)
333200

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

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

SIGN HERE	[signature]	10-13-2014	William Bonk
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	[signature]	10-13-14	Greg Kudla
	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)
Deloitte Tax LLP

1633 Broadway

New York NY 10019

Preparer's telephone number (optional)
(212) 492-3600

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address Benefits Administration Committee Exelis Inc. 1650 Tysons Blvd. Suite 1700 McLean VA 22102	**3b** Administrator's EIN 30-0802305	
	3c Administrator's telephone number (703) 790-6300	
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**	53,305
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**	8,622
b Retired or separated participants receiving benefits	**6b**	23,435
c Other retired or separated participants entitled to future benefits	**6c**	13,472
d Subtotal. Add lines 6a, 6b, and 6c	**6d**	45,529
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	3,495
f Total. Add lines 6d and 6e.	**6f**	49,024
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**	145
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 1E 3H

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)		**9b** Plan benefit arrangement (check all that apply)	
(1) ☐	Insurance	(1) ☐	Insurance
(2) ☐	Code section 412(e)(3) insurance contracts	(2) ☐	Code section 412(e)(3) insurance contracts
(3) ☒	Trust	(3) ☒	Trust
(4) ☐	General assets of the sponsor	(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		**b** General Schedules	
(1) ☒	R (Retirement Plan Information)	(1) ☒	H (Financial Information)
(2) ☐	MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐	I (Financial Information – Small Plan)
		(3) ☐ ___	A (Insurance Information)
		(4) ☐	C (Service Provider Information)
(3) ☒	SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(5) ☒	D (DFE/Participating Plan Information)
		(6) ☐	G (Financial Transaction Schedules)