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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1967

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

WHITTAKER CORPORATION, A DELAWARE CORPORATION
WHITTAKER CORPORATION

1955 NORTH SURVEYOR AVENUE
SIMI VALLEY, CA 93063

2b Employer Identification Number (EIN)
95-4033076

2c Sponsor's telephone number
805-526-5700

2d Business code (see instructions)
332900

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.	01/29/2015	MARIO BONACCI
	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)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	3945
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**	102
b	Retired or separated participants receiving benefits	**6b**	2364
c	Other retired or separated participants entitled to future benefits	**6c**	807
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3273
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	577
f	Total. Add lines **6d** and **6e**	**6f**	3850
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1G 1I 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

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

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

A Name of plan
WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
WHITTAKER CORPORATION, A DELAWARE CORPORATION

D Employer Identification Number (EIN)
95-4033076

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 2012			
2	Assets:			
	a Market value	2a		89821262
	b Actuarial value	2b		89366741
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	2929	87775569
	b For terminated vested participants	3b	909	20289438
	c For active participants:			
	(1) Non-vested benefits	3c(1)		0
	(2) Vested benefits	3c(2)		4260175
	(3) Total active	3c(3)	107	4260175
	d Total	3d	3945	112325182
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [X]			
	a Funding target disregarding prescribed at-risk assumptions	4a		111685349
	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		114884513
5	Effective interest rate	5		6.82 %
6	Target normal cost	6		0

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary — Date: 09/30/2013

JARRED WILSON, MAAA, EA
Type or print name of actuary

11-07371
Most recent enrollment number

SIBSON CONSULTING
Firm name

212-251-5000
Telephone number (including area code)

333 W. 34 ST.
NEW YORK, NY 10001
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	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 4.99%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		6866
	b Interest on (a) using prior year's effective interest rate of 6.08% except as otherwise provided (see instructions)		417
	c Total available at beginning of current plan year to add to prefunding balance		7283
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	80.01 %
15	Adjusted funding target attainment percentage	15	80.01 %
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	71.06 %
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
04/13/2012	1350000				
04/26/2012	10000				
07/13/2012	1350000				
11/22/2012	120000				
01/15/2013	940000				
09/15/2013	625000				
			Totals ► 18(b)	4395000	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	4179341

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:	
5.54%	6.85%	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	62

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**	0
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	22958441	4176004
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**	4176004

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

36 Additional cash requirement (line 34 minus line 35)	**36**	4176004
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	4179341

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

a Total (excess, if any, of line 37 over line 36)	**38a**	3337
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If 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 C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2012** **This Form is Open to Public Inspection.**

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

A Name of plan
WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WHITTAKER CORPORATION, A DELAWARE CORPORATION

D Employer Identification Number (EIN)
95-4033076

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

STATE STREET BANK & TRUST COMPANY

04-1867445

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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

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

J.P. MORGAN INVESTMENT MANAGEMENT

13-3200244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28 50 51	NONE	442242	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

a Name: DORON SCHARF

b EIN: 06-0839113

c Position: CONSULTING ACTUARY

d Address: SIBSON CONSULTING
333 WEST 34TH STREET
NEW YORK, NY 10001-2402

e Telephone: 212-251-5000

Explanation: THE ENROLLED ACTUARY WAS NOT "TERMINATED" BUT CHANGED DUE TO REASSIGNMENT OF RESPONSIBILITIES WITHIN THE SAME FIRM.

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WHITTAKER CORPORATION, A DELAWARE CORPORATION

D Employer Identification Number (EIN)
95-4033076

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: JPMCB LONG DURATION

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK

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)
26-0199869-001	C	13747558

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB DIVERSIFIED EQUITY FUND

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK

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)
27-3832644-001	C	50468437

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB HIGH YIELD BROAD FUND

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK

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)
20-4786224-001	C	2853122

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

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK

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)
26-0356040-001	C	13671601

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

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-3744061-001	C	1507415

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

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-6285055-001	C	1461

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB CORE BOND FUND

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK

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)
20-3847783-001	C	5477476

a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB STRATEGIC PROPERTY FUND

b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK

c EIN-PN 13-6038770-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6015116

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

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

2012

This Form is Open to Public Inspection

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

A Name of plan
WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WHITTAKER CORPORATION, A DELAWARE CORPORATION

D Employer Identification Number (EIN)
95-4033076

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)	2200000	1565000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	945298	178375
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	934388	938367
(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)	9	9
(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)	86736151	93742186
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(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	90815846	96423937
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	1055479	398085
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	1055479	398085
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	89760367	96025852

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)	4395000	
(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)		4395000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	739	
(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)		739
(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)		13259939
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		391
d Total income. Add all **income** amounts in column (b) and enter total	2d		17656069
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10948342	
(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)		10948342
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)	442242	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		442242
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		11390584
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		6265485
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: MILLER KAPLAN ARASE LLP **(2)** EIN: 95-2036255

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			
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)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WHITTAKER CORPORATION, A DELAWARE CORPORATION

D Employer Identification Number (EIN)
95-4033076

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): 13-3347003

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** 4

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: 54% Investment-Grade Debt: 35% High-Yield Debt: 5% Real Estate: 6% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN

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MKA MILLER KAPLAN ARASE LLP
CERTIFIED PUBLIC ACCOUNTANTS SINCE 1941

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an independent member of
BAKER TILLY
INTERNATIONAL

INDEPENDENT AUDITORS' REPORT

Whittaker Corporation Employees' Pension Plan
1955 North Surveyor Avenue
Simi Valley, California 93063

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Whittaker Corporation Employees' Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the statement of accumulated plan benefits as of January 1, 2012 and the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by State Street Bank & Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of assets (held at end or year) and reportable transactions as of and for the year ended December 31, 2012 are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Miller Kaplan Arase LLP

MILLER KAPLAN ARASE LLP
North Hollywood, California
October 10, 2013

EXHIBIT A

WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2012	December 31, 2011
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Common Stock	9	9
Common/Collective Trusts	93,742,186	86,736,151
Short-Term Investment Fund	938,367	934,388
TOTAL INVESTMENTS	94,680,562	87,670,548
RECEIVABLES		
Investment Income	3,375	3,427
Receivable for Securities Sold	175,000	941,871
Contributions Receivable	1,565,000	2,200,000
TOTAL RECEIVABLES	1,743,375	3,145,298
TOTAL ASSETS	96,423,937	90,815,846
LIABILITIES		
Accrued Expenses	223,085	105,479
Payable for Securities Purchased	175,000	950,000
TOTAL LIABILITIES	398,085	1,055,479
NET ASSETS AVAILABLE FOR BENEFITS	$ 96,025,852	$ 89,760,367

(Attached notes are an integral part of this statement)

EXHIBIT B

WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	January 1, 2012 to December 31, 2012	January 1, 2011 to December 31, 2011
ADDITIONS		
CONTRIBUTIONS	$ 4,395,000	$ 5,680,000
INVESTMENT INCOME		
Interest and Dividends	739	(6,230)
Net Appreciation in Fair Value of Investments	13,259,939	4,595,757
Other Income	391	2,019
TOTAL INVESTMENT INCOME	13,261,069	4,591,546
TOTAL ADDITIONS	17,656,069	10,271,546
DEDUCTIONS		
Benefits Paid	10,948,342	10,944,908
Investment Manager Fees	442,242	448,836
TOTAL DEDUCTIONS	11,390,584	11,393,744
NET INCREASE (DECREASE)	6,265,485	(1,122,198)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	89,760,367	90,882,565
End of Year	$ 96,025,852	$ 89,760,367

(Attached notes are an integral part of this statement)

EXHIBIT C

WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN
STATEMENT OF ACCUMULATED PLAN BENEFITS
JANUARY 1, 2012

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	
Vested Benefits	
Participants Currently Receiving Benefits	$ 81,193,717
Other Participants	21,348,367
TOTAL VESTED BENEFITS	102,542,084
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	$ 102,542,084

(Attached notes are an integral part of this statement)

EXHIBIT D

WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
JANUARY 1, 2011 TO JANUARY 1, 2012

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AS OF JANUARY 1, 2011		$ 104,157,502
INCREASE (DECREASE) DURING THE YEAR ATTRIBUTED TO:		
Benefits Accumulated and Actuarial Experience	$ 996,889	
Interest	8,332,601	
Benefits Paid	(10,944,908)	
NET (DECREASE)		(1,615,418)
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AS OF JANUARY 1, 2012		$ 102,542,084

(Attached notes are an integral part of this statement)

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Whittaker Corporation Employees' Pension Plan (the "Plan") is a noncontributory defined benefit plan that covers certain domestic employees and provides retirement, termination and death benefits to eligible employees of Whittaker Corporation (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During August 1994, the Company's board of directors approved an amendment to the Plan to freeze the accrual of benefits under the Plan as of October 31, 1994 by ceasing to count as plan compensation and final average earnings any remuneration paid after December 31, 1994 and as benefit service any period of employment after October 31, 1994. Vested service, however, will continue to accrue in accordance with the applicable provisions of the Plan. Plan funding will continue until such time that the Plan is terminated and all benefit obligations are satisfied.

Participants with at least one year of service after 1988 are 100% vested upon completion of five years of service. Participants are also fully vested upon attainment of normal retirement age.

Employees are entitled to annual pension benefits at normal retirement age, 65 years of age, based upon a formula defined in the Plan document. Death benefits are paid in the event of death prior to and after retirement, in accordance in the Plan document. A terminated vested employee who has attained age 55 and has ten years of service may elect early retirement and receive reduced monthly benefits.

THE PLAN DOCUMENT INCLUDES DETAILED RULES FOR EACH SITUATION. PARTICIPANTS AND OTHER INTERESTED PARTIES SHOULD REFER TO THE PLAN DOCUMENT AND AMENDMENTS REGARDING SPECIFIC PROVISIONS OF THE PLAN.

A. Basis of Accounting

The Plan's financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

B. Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

C. Investment Valuation and Income Recognition

GAAP establishes a fair value hierarchy that prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market.

Level 1 – Inputs are quoted prices in an active market.

Level 2 – Inputs are quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data.

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. Investment Valuation and Income Recognition (Continued)

Level 3 – Inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

The following tables summarize the Plan's investments based on the inputs used to value them:

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
Common Stock	$ 9	$ -	$ -	$ 9
Common/Collective Trusts:				
Equity	-	56,483,552	-	56,483,552
Fixed Income	-	37,258,634	-	37,258,634
Short-Term Investment Fund	-	938,367	-	938,367
	$ 9	$ 94,680,553	$ -	$ 94,680,562

	December 31, 2011			
	Level 1	Level 2	Level 3	Total
Common Stock	$ 9	$ -	$ -	$ 9
Common/Collective Trusts:				
Equity	-	48,500,132	-	48,500,132
Fixed Income	-	38,236,019	-	38,236,019
Short-Term Investment Fund	-	934,388	-	934,388
	$ 9	$ 87,670,539	$ -	$ 87,670,548

Level 1 investments consist of common stocks that are actively traded on a national exchange. Level 2 investments comprise common/collective trusts valued at net asset value. Common/collective trust shares may be redeemed any time at net asset value upon one day's notice. Investment objectives are apparent from their names. There are no restrictions on redemptions and no unfunded commitments to purchase additional shares of common/collective trusts.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income is recognized on the ex-dividend date. Realized and unrealized gains and losses on securities are computed using the investments' carry values for financial statement purposes. Net appreciation in fair value of investments relates to common/collective trusts.

NOTE 1 - DESCRIPTION OF THE PLAN AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES
(Continued)

D. Contributions and Funding Policy

The Company contributes at least the minimum amount required under ERISA and Internal Revenue Service (IRS) regulations, but not more than the maximum tax deductible amount for the year. The Company is required to make contributions of at least $4,176,004 for 2012; contributions of $5,397,231 were required for 2011. Funding is determined using the unit credit method. As of January 1, 2012, the minimum funding requirements of ERISA had been met.

E. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions for services rendered by employees up to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died and (c) present employees or their beneficiaries. Benefits payable under all circumstances, including retirement, death, disability and termination of employment, are included to the extent they are deemed attributable to employee service rendered on the valuation date.

The actuarial present value of accumulated plan benefits was determined by Sibson Consulting, the actuary, and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by participants 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 more significant assumptions underlying the actuarial valuation at January 1, 2012 are as follows:

- Mortality – RP2000 separate annuitant and non-annuitant table with static projection.
- Retirement Rates – Ranging from 5% at 55 to 100% at 65.
- Interest Rate – 8.0%.
- Administrative expenses are expected to be paid by the Company.

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

F. Administrative Expenses

The Plan pays investment management fees. The Company pays all other expenses of the Plan.

NOTE 2 - TAX STATUS

The Internal Revenue Service has issued a determination letter dated April 16, 2003, stating that the Plan qualifies, in form, under Section 401(a) of the Internal Revenue Code of 1986, as amended (the "Code"). The Plan is required to operate in accordance with the Code to maintain its tax qualification status. The plan Administrator believes that the Plan is designed and is operating in compliance with the applicable requirements of the Code. Accordingly, no taxes have been provided for in the accompanying financial statements.

NOTE 2 - TAX STATUS (Continued)

The Plan has adopted guidance on accounting for uncertainty in income taxes issued by the Financial Accounting Standards Board. Management believes that the Plan has taken no uncertain tax positions that require adjustment to the financial statements to comply with the provisions of this guidance. The Plan files information returns annually. As of December 31, 2012, information returns for years subsequent to 2008 were subject to examination by authorities.

NOTE 3 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan at any time subject to the provisions of ERISA. In the event of termination, the funds of the Plan shall be used for the exclusive benefit of participants and other persons entitled to benefits under the Plan. The net assets of the Plan generally will not be available on a pro rata basis to provide for participants' benefits. Whether a particular participant's accumulated Plan benefits will be paid depends on the priority of those benefits, any additional contribution that may be required of the Company and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (the "PBGC") at that time. Some of the benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

NOTE 4 - FINANCIAL INFORMATION CERTIFIED BY STATE STREET BANK & TRUST COMPANY

In accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, all of the investment information, including investment income, shown in the accompanying financial statements and supplemental schedules has been certified as complete and accurate by the trustee of the Plan.

NOTE 5 - 5% INVESTMENTS

The following investments represent 5% or more of the Plan's net assets available for benefits as of December 31, 2012:

	Fair Value	Carry Value
JPMCB Long Duration Fund	$ 13,747,558	$ 10,387,404
JPMCB Diversified Equity Fund	50,468,437	42,474,363
JPMCB Extended Duration Fund	13,671,601	10,574,722
JPMCB Strategic Property Fund	6,015,116	5,555,000
JPMCB Core Bond Fund	5,477,476	5,202,827

NOTE 6 - RELATED PARTY TRANSACTIONS

Certain investments held by the Plan are issued and managed by State Street Global Advisors, an affiliate of the trustee. Transactions related to these investments qualify as party in interest transactions; however, they are exempt from the prohibitions under ERISA.

NOTE 7 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 10, 2013, the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

SUPPLEMENTAL SCHEDULES

WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95-4033076; PLAN NO. 001
DECEMBER 31, 2012

Number of Shares	Common Stock	Fair Value	Carry Value
2,947	Centura Software Corp.	$ 9	$ -
	Common/Collective Trusts		
794,657	JPMCB Long Duration Fund	$ 13,747,558	$ 10,387,404
2,828,948	JPMCB Diversified Equity Fund	50,468,437	42,474,363
169,930	JPMCB High Yield Broad Fund	2,853,122	2,357,371
713,177	JPMCB Extended Duration Fund	13,671,601	10,574,722
27,715	JPMCB Emerging Markets Fund	1,507,415	1,164,797
3,204	JPMCB Strategic Property Fund	6,015,116	5,555,000
1,461	JPMCB Liquidity Fund	1,461	1,461
333,789	JPMCB Core Bond Fund	5,477,476	5,202,827
	TOTAL - COMMON/COLLECTIVE TRUSTS	$ 93,742,186	$ 77,717,945
	Short-Term Investment Fund		
938,367	State Street Bank & Trust Co.* STIF	$ 938,367	$ 938,367

* Party in Interest

WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN
FORM 5500
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
E.I.N. 95-4033076; PLAN NO. 001
JANUARY 1, 2012 TO DECEMBER 31, 2012

Issuer	Description	Transaction	Interest Rate	Maturity Date	Purchase Price	Proceeds	Cost of Asset	Net Gain or (Loss)
SSB	STIF	Purchases	Various	-	$ 16,770,026	$ -	$ 16,770,026	$ -
		Sales	Various	-	-	16,766,047	16,766,047	-
JPMCB:	Liquidity Fund	Purchases	-	-	6,296,326	-	6,296,326	-
		Sales	-	-	-	6,573,348	6,573,348	-
	Diversified Equity Fund	Purchases	-	-	3,608,058	-	3,608,058	-
		Sales	-	-	-	10,804,190	9,507,545	1,296,645
	Core Bond Fund	Purchases	-	-	6,740,000	-	6,740,000	-
		Sales	-	-	-	7,870,000	7,488,129	381,871
	Strategic Property	Purchases	-	-	5,555,000	-	5,555,000	-

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Line 4 – Additional Information for Plans in At-Risk Status
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

The most valuable option, life annuity, was valued.

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Line 22 – Description of Weighted Average Retirement Age
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

<table>
<tr>
<td>Retirement (from active status) rates:</td>
<td>The incidence of retirement is assumed as indicated below:
<table>
<tr><th>Age</th><th>Rates</th></tr>
<tr><td>55</td><td>5.00%</td></tr>
<tr><td>56</td><td>5.00</td></tr>
<tr><td>57</td><td>5.00</td></tr>
<tr><td>58</td><td>5.00</td></tr>
<tr><td>59</td><td>5.00</td></tr>
<tr><td>60</td><td>10.00</td></tr>
<tr><td>61</td><td>10.00</td></tr>
<tr><td>62</td><td>10.00</td></tr>
<tr><td>63</td><td>10.00</td></tr>
<tr><td>64</td><td>10.00</td></tr>
<tr><td>65</td><td>100.00</td></tr>
</table>
Average retirement age for Schedule SB, line 22: 62</td>
</tr>
<tr>
<td>Methodology:</td>
<td>The weighted retirement age is determined by using a radix at age 54, applying the retirement rates above to determine the expected number of retirements at each potential retirement age, weighing each age by the retirement proportion, and then summing up all the weighted ages.</td>
</tr>
</table>

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

<table>
<tr><td>Interest:</td><td>The interest rates used for the 2012 plan year are the 24-month average corporate bond yields for September 2011. This valuation reflects the plan sponsor decision for the 2012 plan year not to opt out of funding stabilization. Under stabilization, the interest rates used for funding purposes are calculated in the usual manner but are then constrained to be within a corridor around a 25-year average. These discount rates are 5.54% for payments in the first 5 years, 6.85% for payments in years 6 – 20, and 7.52% for payments thereafter, which translates to an effective interest rate of 6.82%. Before reflecting funding stabilization, the discount rates are 2.06% for payments in the first 5 years, 5.25% for payments in years 6 – 20, and 6.32% for payments thereafter, which translates to an effective interest rate of 5.14%. (Prior year 24-month average corporate bond rates were 3.78% for payments in the first 5 years, 6.31% for payments in years 6 – 20, and 6.57% for payments thereafter, which translates to an effective interest rate of 6.08%.)
The yield curve used to determine the PBGC variable rate premium is the same as funding, without reflecting funding stabilization.</td></tr>
<tr><td>Mortality rates:</td><td>RP2000 separate annuitant and non-annuitant healthy mortality tables (sex-specific) with static projection and no collar-adjustment. Mortality is projected through the valuation date plus another 7 years for annuitants, and through the valuation date plus another 15 years for nonannuitants. This assumption is one of the choices allowed by the regulations.</td></tr>
<tr><td>Sample termination rates:</td><td><table>
<tr><th>Age</th><th>Male</th><th>Female</th></tr>
<tr><td>25</td><td>21%</td><td>21%</td></tr>
<tr><td>40</td><td>12</td><td>12</td></tr>
<tr><td>55</td><td>3</td><td>3</td></tr>
<tr><td>65</td><td>0</td><td>0</td></tr>
</table></td></tr>
</table>

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

Retirement (from active status) rates:

Age	Rates
55	5.00%
56	5.00
57	5.00
58	5.00
59	5.00
60	10.00
61	10.00
62	10.00
63	10.00
64	10.00
65	100.00

Retirement from inactive status:	Age 65
Percent married:	100%
Age difference:	Husbands are three years older than their wives.
Asset method:	As selected by the plan sponsor assets are determined by averaging the market value as of the valuation date and the adjusted market values as of the preceding two years. The resulting value is limited to between 90% to 110% of market value of assets. The adjusted market values reflect cash flow and expected earnings to the valuation date. The expected earnings are based on an assumed rate of return of 8.00%, not to exceed the applicable third segment rate of 6.82% in 2010 and 6.57% in 2011.
Funding method:	Funding method is unit credit actuarial cost method, as prescribed by law. The liability is measured on an accrual-to-date basis using mandated mortality tables and interest rates with no salary projection past the end of the year.

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Part V – Summary of Plan Provisions
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

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

PLAN STATUS: Frozen as of December 31, 1994	
Normal retirement:	
Age requirement:	65
Service requirement:	None
Amount:	The amount of annual benefit based on service to Normal Retirement Date is the greater of (a) + (b) and (c): (a) 2.0% of Final Average Earnings multiplied by the participant's years of benefit service before January 1, 1989 less 1.5% of the Social Security Benefit multiplied by the participant's years of benefit service before January 1, 1989. (b) 1.3% of Final Average Earnings multiplied by the participant's years of benefit service after December 31, 1988 plus .55% of final average earnings in excess of break point multiplied by benefit service after December 31, 1988 but not to exceed 35 years. (c) One hundred twenty-six dollars ($126.00) multiplied by the participant's years of benefit service. Final Average Earnings are determined as of December 31, 1994. Benefit service is frozen as of October 31, 1994.
Early retirement:	
Age requirement:	55
Service requirement:	10 years of service
Amount:	Regular pension accrued reduced by 6% a year for ages 55 to 62 and by 3% per year for ages 62 to 65.
Late retirement:	
Amount:	A participant may continue in the employment of the Employer after his normal retirement date. In such event he will receive at actual retirement his benefit accrued to actual retirement date.

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Part V – Summary of Plan Provisions
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

Vesting:	
Age requirement:	None
Service requirement:	5 years
Amount:	The Accrued Benefit which will be payable at Normal Retirement Date. Payments may begin as early as age 55 reduced according to the schedule shown in Early Retirement.
Pre-retirement death benefits	
Age:	None
Amount:	In the event of an active married participant's death on or before the earliest retirement age, the surviving spouse shall receive a benefit based on the participant's vested Accrued Benefit as of the date of death, but payable as if the participant had separated from service on the date of death, survived to the earliest retirement age, elected a Joint and 50% Survivor Annuity, and died on the day after the earliest retirement age. In the event of an active married participant's death after the attainment of age 55 and the completion of 10 years of Credited Service, but prior to Normal Retirement Date, it will be assumed the participant had retired on the day prior to death and elected a Joint and 50% Survivor Benefit.
Forms of Benefit:	
Normal Form: Optional:	Life Annuity 50% Joint and Surviving Beneficiary Annuity 75% Joint and Surviving Beneficiary Annuity 100% Joint and Surviving Beneficiary Annuity 10 Year Certain and Life Annuity
Actuarial Equivalence:	1971 Unisex Group Annuity Table (85% male and 15% female) 8.00% interest
Section 415 limit:	$200,000 (previously $195,000)
Section 415(a)(17) limit:	$250,000 (previously $245,000)

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Line 26 – Schedule of Active Participant Data
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

	Years of Service									
Age	Less than 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over
Under 25	--	--	--	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
25-29	--	--	--	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
30-34	--	--	--	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
35-39	--	--	--	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
40-44	--	--	--	--	--	--	1	--	--	--
	--	--	--	--	--	--	--	--	--	--
45-49	--	--	--	--	1	6	5	--	--	1
	--	--	--	--	--	--	--	--	--	--
50-54	--	--	--	--	1	14	11	4	--	2
	--	--	--	--	--	--	--	--	--	--
55-59	--	--	--	--	1	10	10	4	4	2
	--	--	--	--	--	--	--	--	--	--
60-64	--	--	--	--	--	5	9	7	3	1
	--	--	--	--	--	--	--	--	--	--
65-69	--	--	--	--	--	--	2	1	--	2
	--	--	--	--	--	--	--	--	--	--
70 & Over	--	--	--	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
Total	--	--	--	--	3	35	38	16	7	8
	--	--	--	--	--	--	--	--	--	--

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Line 32 – Schedule of Amortization Bases
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

Year Established	Original Base	Present Value of Remaining Installments	Years Remaining	Shortfall Amortization Charge
2012	($7,195,346)	($7,195,346)	7	($1,221,227)
2011	7,890,065	7,282,757	14	764,002
2010	16,832,900	15,297,121	13	1,679,198
2009	(5,486,109)	(3,611,156)	4	(977,064)
2008	23,734,692	11,185,064	3	3,931,095
Total		**$22,958,441**		**$4,176,004**

Note: Reflects election of 15-year amortization option under funding relief for plan years 2010 and 2011, and excludes the installment acceleration amount.

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

2012

This Form is Open to Public Inspection

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

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

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

A Name of plan
WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
WHITTAKER CORPORATION, A DELAWARE CORPORATION

D Employer Identification Number (EIN)
95-4033076

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 2012			
2	Assets:			
	a Market value	2a		89821262
	b Actuarial value	2b		89366741
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	2929	87775569
	b For terminated vested participants	3b	909	20289438
	c For active participants:			
	(1) Non-vested benefits	3c(1)		0
	(2) Vested benefits	3c(2)		4260175
	(3) Total active	3c(3)	107	4260175
	d Total	3d	3945	112325182
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [X]			
	a Funding target disregarding prescribed at-risk assumptions	4a		111685349
	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		114884513
5	Effective interest rate	5		6.82%
6	Target normal cost	6		0

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 Jarred Wilson JW — 09/30/2013

Signature of actuary — Date

JARRED WILSON, MAAA, EA — 1107371

Type or print name of actuary — Most recent enrollment number

SIBSON CONSULTING — 212-251-5000

Firm name — Telephone number (including area code)

333 W. 34 ST.

NEW YORK NY 10001

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	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of 4.99%	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)		6866
	b Interest on (a) using prior year's effective interest rate of 6.08% except as otherwise provided (see instructions)		417
	c Total available at beginning of current plan year to add to prefunding balance		7283
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	80.01%
15	Adjusted funding target attainment percentage	15	80.01%
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	71.06%
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
04/13/2012	1350000	0			
04/26/2012	10000	0			
07/13/2012	1350000	0			
10/12/2012	120000	0			
01/15/2013	940000	0			
09/13/2013	625000				
			Totals ► 18(b)	4395000	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	4189134

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:	
5.54%	6.85%	7.52%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	62

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**	0
b Excess assets, if applicable, but not greater than line 31a	**31b**	0

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	22958441	4176004
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**	4176004

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

36 Additional cash requirement (line 34 minus line 35)	**36**	4176004
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	4189134
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	13130
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	0

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

41 If 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**	0
43 Excess installment acceleration amount to be carried over to future plan years	**43**	0

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Line 4 – Additional Information for Plans in At-Risk Status
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

The most valuable option, life annuity, was valued.

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Line 22 – Description of Weighted Average Retirement Age
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

<table>
<tr>
<td>Retirement (from active status) rates:</td>
<td>The incidence of retirement is assumed as indicated below:
<table>
<tr><th>Age</th><th>Rates</th></tr>
<tr><td>55</td><td>5.00%</td></tr>
<tr><td>56</td><td>5.00</td></tr>
<tr><td>57</td><td>5.00</td></tr>
<tr><td>58</td><td>5.00</td></tr>
<tr><td>59</td><td>5.00</td></tr>
<tr><td>60</td><td>10.00</td></tr>
<tr><td>61</td><td>10.00</td></tr>
<tr><td>62</td><td>10.00</td></tr>
<tr><td>63</td><td>10.00</td></tr>
<tr><td>64</td><td>10.00</td></tr>
<tr><td>65</td><td>100.00</td></tr>
</table>
Average retirement age for Schedule SB, line 22: 62</td>
</tr>
<tr>
<td>Methodology:</td>
<td>The weighted retirement age is determined by using a radix at age 54, applying the retirement rates above to determine the expected number of retirements at each potential retirement age, weighing each age by the retirement proportion, and then summing up all the weighted ages.</td>
</tr>
</table>

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

<table>
<tr><td>Interest:</td><td>The interest rates used for the 2012 plan year are the 24-month average corporate bond yields for September 2011. This valuation reflects the plan sponsor decision for the 2012 plan year not to opt out of funding stabilization. Under stabilization, the interest rates used for funding purposes are calculated in the usual manner but are then constrained to be within a corridor around a 25-year average. These discount rates are 5.54% for payments in the first 5 years, 6.85% for payments in years 6 – 20, and 7.52% for payments thereafter, which translates to an effective interest rate of 6.82%. Before reflecting funding stabilization, the discount rates are 2.06% for payments in the first 5 years, 5.25% for payments in years 6 – 20, and 6.32% for payments thereafter, which translates to an effective interest rate of 5.14%. (Prior year 24-month average corporate bond rates were 3.78% for payments in the first 5 years, 6.31% for payments in years 6 – 20, and 6.57% for payments thereafter, which translates to an effective interest rate of 6.08%.)
The yield curve used to determine the PBGC variable rate premium is the same as funding, without reflecting funding stabilization.</td></tr>
<tr><td>Mortality rates:</td><td>RP2000 separate annuitant and non-annuitant healthy mortality tables (sex-specific) with static projection and no collar-adjustment. Mortality is projected through the valuation date plus another 7 years for annuitants, and through the valuation date plus another 15 years for nonannuitants. This assumption is one of the choices allowed by the regulations.</td></tr>
<tr><td>Sample termination rates:</td><td><table>
<tr><th>Age</th><th>Male</th><th>Female</th></tr>
<tr><td>25</td><td>21%</td><td>21%</td></tr>
<tr><td>40</td><td>12</td><td>12</td></tr>
<tr><td>55</td><td>3</td><td>3</td></tr>
<tr><td>65</td><td>0</td><td>0</td></tr>
</table></td></tr>
</table>

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

Retirement (from active status) rates:

Age	Rates
55	5.00%
56	5.00
57	5.00
58	5.00
59	5.00
60	10.00
61	10.00
62	10.00
63	10.00
64	10.00
65	100.00

Retirement from inactive status:	Age 65
Percent married:	100%
Age difference:	Husbands are three years older than their wives.
Asset method:	As selected by the plan sponsor assets are determined by averaging the market value as of the valuation date and the adjusted market values as of the preceding two years. The resulting value is limited to between 90% to 110% of market value of assets. The adjusted market values reflect cash flow and expected earnings to the valuation date. The expected earnings are based on an assumed rate of return of 8.00%, not to exceed the applicable third segment rate of 6.82% in 2010 and 6.57% in 2011.
Funding method:	Funding method is unit credit actuarial cost method, as prescribed by law. The liability is measured on an accrual-to-date basis using mandated mortality tables and interest rates with no salary projection past the end of the year.

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Part V – Summary of Plan Provisions
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

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

PLAN STATUS: Frozen as of December 31, 1994	
Normal retirement:	
Age requirement:	65
Service requirement:	None
Amount:	The amount of annual benefit based on service to Normal Retirement Date is the greater of (a) + (b) and (c): (a) 2.0% of Final Average Earnings multiplied by the participant's years of benefit service before January 1, 1989 less 1.5% of the Social Security Benefit multiplied by the participant's years of benefit service before January 1, 1989. (b) 1.3% of Final Average Earnings multiplied by the participant's years of benefit service after December 31, 1988 plus .55% of final average earnings in excess of break point multiplied by benefit service after December 31, 1988 but not to exceed 35 years. (c) One hundred twenty-six dollars ($126.00) multiplied by the participant's years of benefit service. Final Average Earnings are determined as of December 31, 1994. Benefit service is frozen as of October 31, 1994.
Early retirement:	
Age requirement:	55
Service requirement:	10 years of service
Amount:	Regular pension accrued reduced by 6% a year for ages 55 to 62 and by 3% per year for ages 62 to 65.
Late retirement:	
Amount:	A participant may continue in the employment of the Employer after his normal retirement date. In such event he will receive at actual retirement his benefit accrued to actual retirement date.

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Part V – Summary of Plan Provisions
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

Vesting:	
Age requirement:	None
Service requirement:	5 years
Amount:	The Accrued Benefit which will be payable at Normal Retirement Date. Payments may begin as early as age 55 reduced according to the schedule shown in Early Retirement.
Pre-retirement death benefits	
Age:	None
Amount:	In the event of an active married participant's death on or before the earliest retirement age, the surviving spouse shall receive a benefit based on the participant's vested Accrued Benefit as of the date of death, but payable as if the participant had separated from service on the date of death, survived to the earliest retirement age, elected a Joint and 50% Survivor Annuity, and died on the day after the earliest retirement age. In the event of an active married participant's death after the attainment of age 55 and the completion of 10 years of Credited Service, but prior to Normal Retirement Date, it will be assumed the participant had retired on the day prior to death and elected a Joint and 50% Survivor Benefit.
Forms of Benefit:	
Normal Form: Optional:	Life Annuity 50% Joint and Surviving Beneficiary Annuity 75% Joint and Surviving Beneficiary Annuity 100% Joint and Surviving Beneficiary Annuity 10 Year Certain and Life Annuity
Actuarial Equivalence:	1971 Unisex Group Annuity Table (85% male and 15% female) 8.00% interest
Section 415 limit:	$200,000 (previously $195,000)
Section 415(a)(17) limit:	$250,000 (previously $245,000)

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Line 26 – Schedule of Active Participant Data
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

	Years of Service									
Age	Less than 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over
Under 25	--	--	--	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
25-29	--	--	--	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
30-34	--	--	--	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
35-39	--	--	--	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
40-44	--	--	--	--	--	--	1	--	--	--
	--	--	--	--	--	--	--	--	--	--
45-49	--	--	--	--	1	6	5	--	--	1
	--	--	--	--	--	--	--	--	--	--
50-54	--	--	--	--	1	14	11	4	--	2
	--	--	--	--	--	--	--	--	--	--
55-59	--	--	--	--	1	10	10	4	4	2
	--	--	--	--	--	--	--	--	--	--
60-64	--	--	--	--	--	5	9	7	3	1
	--	--	--	--	--	--	--	--	--	--
65-69	--	--	--	--	--	--	2	1	--	2
	--	--	--	--	--	--	--	--	--	--
70 & Over	--	--	--	--	--	--	--	--	--	--
	--	--	--	--	--	--	--	--	--	--
Total	--	--	--	--	3	35	38	16	7	8
	--	--	--	--	--	--	--	--	--	--

Attachment to 2012 Schedule SB of Form 5500
Schedule SB, Line 32 – Schedule of Amortization Bases
Whittaker Corporation Employees' Pension Plan
EIN 95-4033076 PN 001

Year Established	Original Base	Present Value of Remaining Installments	Years Remaining	Shortfall Amortization Charge
2012	($7,195,346)	($7,195,346)	7	($1,221,227)
2011	7,890,065	7,282,757	14	764,002
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2009	(5,486,109)	(3,611,156)	4	(977,064)
2008	23,734,692	11,185,064	3	3,931,095
Total		**$22,958,441**		**$4,176,004**

Note: Reflects election of 15-year amortization option under funding relief for plan years 2010 and 2011, and excludes the installment acceleration amount.

WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 95-4033076; PLAN NO. 001
DECEMBER 31, 2012

Number of Shares	Common Stock	Fair Value	Carry Value
2,947	Centura Software Corp.	$ 9	$ -
	Common/Collective Trusts		
794,657	JPMCB Long Duration Fund	$ 13,747,558	$ 10,387,404
2,828,948	JPMCB Diversified Equity Fund	50,468,437	42,474,363
169,930	JPMCB High Yield Broad Fund	2,853,122	2,357,371
713,177	JPMCB Extended Duration Fund	13,671,601	10,574,722
27,715	JPMCB Emerging Markets Fund	1,507,415	1,164,797
3,204	JPMCB Strategic Property Fund	6,015,116	5,555,000
1,461	JPMCB Liquidity Fund	1,461	1,461
333,789	JPMCB Core Bond Fund	5,477,476	5,202,827
	TOTAL - COMMON/COLLECTIVE TRUSTS	$ 93,742,186	$ 77,717,945
	Short-Term Investment Fund		
938,367	State Street Bank & Trust Co.* STIF	$ 938,367	$ 938,367

* Party in Interest

WHITTAKER CORPORATION EMPLOYEES' PENSION PLAN
FORM 5500
SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
E.I.N. 95-4033076; PLAN NO. 001
JANUARY 1, 2012 TO DECEMBER 31, 2012

Issuer	Description	Transaction	Interest Rate	Maturity Date	Purchase Price	Proceeds	Cost of Asset	Net Gain or (Loss)
SSB	STIF	Purchases	Various	-	$ 16,770,026	$ -	$ 16,770,026	$ -
		Sales	Various	-	-	16,766,047	16,766,047	-
JPMCB:	Liquidity Fund	Purchases	-	-	6,296,326	-	6,296,326	-
		Sales	-	-	-	6,573,348	6,573,348	-
	Diversified Equity Fund	Purchases	-	-	3,608,058	-	3,608,058	-
		Sales	-	-	-	10,804,190	9,507,545	1,296,645
	Core Bond Fund	Purchases	-	-	6,740,000	-	6,740,000	-
		Sales	-	-	-	7,870,000	7,488,129	381,871
	Strategic Property	Purchases	-	-	5,555,000	-	5,555,000	-

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

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan Whittaker Corporation Employees' Pension Plan

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 11/01/1967

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

Whittaker Corporation, A Delaware Corporation
Whittaker Corporation

1955 North Surveyor Avenue

Simi Valley CA 93063

2b Employer Identification Number (EIN) 95-4033076

2c Sponsor's telephone number (805) 526-5700

2d Business code (see instructions) 332900

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	Mario Bonacci	1-28-2015	Mario Bonacci
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Kari Acevedo	1-28-2015	Kari Acevedo
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

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**	3,945
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**	102
b	Retired or separated participants receiving benefits	**6b**	2,364
c	Other retired or separated participants entitled to future benefits	**6c**	807
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	3,273
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	577
f	Total. Add lines **6d** and **6e**.	**6f**	3,850
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1A 1G 1I 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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