Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
MOOG INC. EMPLOYEES' RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 06/30/1959

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

MOOG INC.

SENECA STREET AT JAMISON ROAD
EAST AURORA, NY 14052-0018

2b Employer Identification Number (EIN)
16-0757636

2c Sponsor's telephone number
716-652-2000

2d Business code (see instructions)
336410

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.	07/10/2015	GARY SZAKMARY
	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**	6699
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**	3097
b	Retired or separated participants receiving benefits	**6b**	1893
c	Other retired or separated participants entitled to future benefits	**6c**	1287
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	6277
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	364
f	Total. Add lines **6d** and **6e**.	**6f**	6641
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 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)	[ ]	0	**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

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

▶ **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
MOOG INC. EMPLOYEES' RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-0757636

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 10 Day 01 Year 2013			
2	Assets:			
	a Market value	2a		533564717
	b Actuarial value	2b		512831747
3	Funding target/participant count breakdown:		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	3a	2100	182374174
	b For terminated vested participants	3b	1345	40746083
	c For active participants:			
	(1) Non-vested benefits	3c(1)		1170748
	(2) Vested benefits	3c(2)		244581439
	(3) Total active	3c(3)	3297	245752187
	d Total	3d	6742	468872444
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.35 %
6	Target normal cost	6		17836424

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: 07/07/2015

EMILY C. TADDEO — Type or print name of actuary

14-07461 — Most recent enrollment number

MERCER — Firm name

585-389-8701 — Telephone number (including area code)

70 LINDEN OAKS, SUITE 310
ROCHESTER, NY 14625

Address of the firm

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

Part II Beginning of Year Carryover and Prefunding Balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	47060420	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	7009053	
9	Amount remaining (line 7 minus line 8)	40051367	0
10	Interest on line 9 using prior year's actual return of 9.57 %	3832916	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		34874338
	b Interest on (a) using prior year's effective interest rate of 7.06 % except as otherwise provided (see instructions)		2638055
	c Total available at beginning of current plan year to add to prefunding balance		37512393
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	43884283	0

Part III Funding Percentages

14	Funding target attainment percentage	14	100.01 %
15	Adjusted funding target attainment percentage	15	109.37 %
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	111.71 %
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
07/15/2014	3500000	0	02/13/2015	5000000	0
08/15/2014	3500000	0	03/13/2015	5000000	0
09/15/2014	3500000	0	04/15/2015	5000000	0
09/25/2014	10000000	0	05/15/2015	5000000	0
12/15/2014	5000000	0	06/10/2015	15000000	0
01/15/2015	5000000	0			
			Totals ► 18(b)	65500000	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	60385844

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
4.94%	6.15%	6.76 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	66

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**	17836424
b Excess assets, if applicable, but not greater than line 31a	**31b**	75020

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	17761404

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

36 Additional cash requirement (line 34 minus line 35)	**36**	17761404
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	60385844

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

a Total (excess, if any, of line 37 over line 36)	**38a**	42624440
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	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.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan
MOOG INC. EMPLOYEES' RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-0757636

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

GOLDMAN SACHS ASSETS MANAGEMENT, LP

13-3575636

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

HFS

98-0404814

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

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

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

GOLDMAN SACHS ASSET MANAGEMENT L.P.

13-3575636

(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?
51	INVESTMENT MANAGEMENT	1035354	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

JP MORGAN CHASE BANK

13-4994650

(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?
51	INVESTMENT MANAGER	216365	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

M AND T BANK

16-0538020

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	194325	Yes [ ] No [X]	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)

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	ACTUARIAL	112811	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

Q AND F ADMINISTRATION, INC

16-1302807

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	CONTRACT ADMINISTRATOR	86344	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

WELLINGTON

23-2373765

(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?
51	INVESTMENT MANAGEMENT	77760	Yes [ ] No [X]	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)

SSGA

04-1867445

(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?
51	INVESTMENT MANAGEMENT	37698	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

LPL FINANCIAL

04-3046611

(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?
51	INVESTMENT MANAGEMENT	9053	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 [ ]

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan
MOOG INC. EMPLOYEES' RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-0757636

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: ALLIANCE ENHANCED SECTOR ROTATION

b Name of sponsor of entity listed in (a): ALLIANCE CAPITAL MANAGEMENT LP

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
36-7190656-000	C	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan
MOOG INC. EMPLOYEES' RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-0757636

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	1501733	3219715
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	36900000	45000000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	3003678	11593765
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	26508069	42893811
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	71071598	81341983
(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)	152354763	122147959
(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)	163127317	223688065
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	20033743	21324546

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	67163465	78874048
(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	541664366	630083892
Liabilities			
g Benefit claims payable	1g	318614	261333
h Operating payables	1h	7110374	472222
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	7428988	733555
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	534235378	629350337

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)	65500000	
(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)		65500000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)	1025869	
(C) Corporate debt instruments	2b(1)(C)	2685782	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	854813	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4566464
(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)	4102533	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4102533
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	237243667	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	232969610	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		4274057
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	20083361	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		20083361

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		20698916
(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)		-1768451
c Other income	2c		451
d Total income. Add all **income** amounts in column (b) and enter total	2d		117457331
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	19797832	
(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)		19797832
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)	112811	
(2) Contract administrator fees	2i(2)	86344	
(3) Investment advisory and management fees	2i(3)	1318949	
(4) Other	2i(4)	1026436	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2544540
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		22342372
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		95114959
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: FREED MAXICK CPA, PC **(2)** EIN: 45-4051133

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		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

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

Part V Trust Information (optional)

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

A Name of plan
MOOG INC. EMPLOYEES' RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
16-0757636

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): 16-0538020

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** 0

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: 58.0% Investment-Grade Debt: 14.0% High-Yield Debt: 16.0% Real Estate: 5.0% Other: 7.0%

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):

FreedMaxick CPAs, P.C.

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Moog Inc. Employees' Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Moog Inc. Employees' Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of September 30, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of 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 6, which was certified by Manufacturers and Traders Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee hold the Plan's assets and execute transactions. The Plan Administrator has obtained certifications from the trustee as of September 30, 2014 and 2013, and for the years then ended, 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 (1) Schedule H, line 4i-Schedule of Assets Held (At End of Year), and (2) Schedule H, line 4j-Schedule of Reportable Transactions as of or for the year ended September 30, 2014, 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 purposes of additional analysis and are not a required part of the financial statements. These supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the 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 or provided 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.

Freed Maxick CPAs, P.C.

Buffalo, New York
July 7, 2015

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	**1–4**	**5–9**	**10–14**	**15–19**	**20–24**	**25–29**	**30–34**	**35–39**	**40 & up**	**Total**
Under 25			3								3
25–29			47 32,659	2							49
30–34			110 27,318	29 27,097	5						144
35–39			76 36,700	67 25,523	38 38,547	2					183
40–44			98 42,556	62 49,843	84 55,911	18	4				266
45–49			104 52,420	71 61,055	97 72,391	35 76,388	70 63,036	4			381
50–54			127 60,051	83 63,025	109 61,635	42 80,129	124 88,503	134 71,208	36 53,259		655
55–59			117 71,741	50 58,672	82 64,976	40 67,190	114 83,415	210 81,758	189 64,182	36 65,607	838
60–64			76 58,115	28 63,464	42 66,832	34 71,903	61 72,502	122 83,338	126 72,888	81 64,429	570
65–69			17	13	15	6	19	32 69,060	33 65,224	49 63,818	184
70 & up			4	2	1	1	2	4	4	6	24
Total			779	407	473	178	394	506	388	172	3,297

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2012 limited to $250,000 and includes $0 for active participants not accruing benefits. Average pay is not shown for cells with fewer than 20 participants.

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

Actuarial Assumptions for October 1, 2013 Funding Valuation

Discount rate sponsor elections

• Segment rates or full yield curve	Segment	
• Look-back months	4	
	Stabilized rates	**Nonstabilized rates**
• First 5 years	4.94%	1.43%
• Next 15 years	6.15%	4.10%
• Over 20 years	6.76%	5.15%

Mortality sponsor elections

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

Other economic assumptions

• Salary increases	**Age**	**Rate**
	Under 35	5.75%
	35 – 44	4.50
	45 – 54	3.50
	55+	2.75
• Inflation	2.5% per year	
• Expected investment return	8.375% per year for years 2010 through 2012	
• Expenses	Administrative expenses are estimated based on the prior year's actual expenses, adjusted for known differences. The amount included for 2013 is $1,035,000.	

Demographic assumptions

• Withdrawal- sample rates	**Attained Age**	**Percentage**
	25	11.4%
	30	7.0%
	40	4.0%
	50	2.8%
	55	2.4%
• Disability incidence	None	

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

- Retirement age

Attained Age	Percentage
62	15%
63	15%
64	15%
65	25%
66	25%
67	20%
68	10%
69	15%
70	20%
71	100%

- Benefit commencement age for
  - Future vested deferred 65
  - Current vested deferred 65
- Spouse assumptions

	Male participants	Female participants
Percentage married	80%	80%
Spouse age difference	3 years younger	3 years older

Form of payment	Single Life	50% J&S	100% J&S
• Active retirements	50%	25%	25%
• Future vested deferred	50%	25%	25%
• Future deaths	100%	0%	0%
• Current vested deferred	50%	25%	25%

Actuarial Methods for Funding

Asset Methods

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

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

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

Participant Methods

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

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts**: The plan does not have any insurance contracts.

Minimum Funding Methods

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

A detailed description of the calculation follows:

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

EIN #16-0757636 Plan #001

Schedule H, Line 4j - Schedule of Reportable Transactions
September 30, 2014

Identity of Party Involved	Description of Assets	Number of Purchases/ Sales	Purchase Price	Selling Price	Average Cost of Assets	Current Value of Asset on Transaction Date	Net Gain/ (Loss)
Category i - Single Transactions in Excess of 5% of Plan Assets							
*GSCT Tactical Exposure Fund		2,900,000	29,000,000	—	29,000,000	29,000,000	—
*Goldman Sachs Collective Trust		1,580,547	26,000,000	—	26,000,000	26,000,000	—
Category iii - A Series of Transactions in Excess of 5% of Plan Assets							
*GSCT Tactical Exposure Fund		2	30,000,000	—	30,000,000	30,000,000	—
Federated Prime Obligations Fund (IS)	Fixed Income Fund	1	22,359,130	—	22,359,130	22,359,130	—
Federated Prime Obligations Fund (IS)	Fixed Income Fund	1	—	22,359,130	22,359,130	22,359,130	—
*Wilmington U.S. Treasury Money Market Fund	Money Market Fund	794	302,865,544	—	302,865,544	302,865,544	—
*Wilmington U.S. Treasury Money Market Fund	Money Market Fund	475	—	286,479,797	286,479,797	286,479,797	—
*Goldman Sachs Collective Trust		1	26,000,000	—	26,000,000	26,000,000	—

*Denotes a party-in-interest

This Schedule was prepared solely from information certified by Manufacturers and Traders Trust Company.

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

For calendar plan year 2013 or fiscal plan year beginning 10/01/2013 and ending 09/30/2014

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

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

A Name of plan	B Three-digit plan number (PN) ▶	
MOOG INC. EMPLOYEES' RETIREMENT PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF	**D** Employer Identification Number (EIN)	
MOOG INC.	16-0757636	

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 10 Day 01 Year 2013			
2	Assets			
	a Market value	2a		533564717
	b Actuarial value	2b		512831747
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	2100	182374174
	b For terminated vested participants	3b	1345	40746083
	c For active participants			
	(1) Non-vested benefits	3c(1)		1170748
	(2) Vested benefits	3c(2)		244581439
	(3) Total active	3c(3)	3297	245752187
	d Total	3d	6742	468872444
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5		6.35%
6	Target normal cost	6		17836424

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	ECT	07/07/2015
	Signature of actuary	Date
EMILY C. TADDEO		1407461
	Type or print name of actuary	Most recent enrollment number
MERCER		585-389-8701
	Firm name	Telephone number (including area code)
70 LINDEN OAKS, SUITE 310 ROCHESTER NY 14625		
	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)	47060420	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	7009053	
9	Amount remaining (line 7 minus line 8)	40051367	0
10	Interest on line 9 using prior year's actual return of 9.57%	3832916	0
11	Prior year's excess contributions to be added to prefunding balance		
	a Present value of excess contributions (line 38a from prior year)		34874338
	b Interest on (a) using prior year's effective interest rate of 7.06% except as otherwise provided (see instructions)		2638055
	c Total available at beginning of current plan year to add to prefunding balance		37512393
	d Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	43884283	0

Part III Funding Percentages

14	Funding target attainment percentage	14	100.01%
15	Adjusted funding target attainment percentage	15	109.37%
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	111.71%
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
07/15/2014	3500000	0			
08/15/2014	3500000	0			
09/15/2014	3500000	0			
09/25/2014	10000000	0			
12/15/2014	5000000	0			
01/15/2015	5000000	0			
02/13/2015	5000000	0			
03/13/2015	5000000	0			
04/15/2015	5000000	0			
05/15/2015	5000000	0			
06/10/2015	15000000	0			
			Totals ► 18(b)	65500000	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	60385844

20 Quarterly contributions and liquidity shortfalls

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

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

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

Liquidity shortfall as of end of quarter of this plan year

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

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

21 Discount rate

	1st segment	2nd segment	3rd segment	
a Segment rates	4.94%	6.15%	6.76%	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	66

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**	17836424
b Excess assets, if applicable, but not greater than line 31a	**31b**	75020

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	17761404

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

36 Additional cash requirement (line 34 minus line 35)	**36**	17761404
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	60385844
38 Present value of excess contributions for current year (see instructions)		
a Total (excess, if any, of line 37 over line 36)	**38a**	42624440
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	**38b**	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	**39**	0
40 Unpaid minimum required contributions for all years	**40**	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 SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 66.

(A) Retirement age	(B) Retirement Percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
62	15.0%	10,000	1,500	93,000
63	15.0%	8,500	1,275	80,325
64	15.0%	7,225	1,084	69,360
65	25.0%	6,141	1,535	99,795
66	25.0%	4,606	1,151	75,998
67	20.0%	3,454	691	46,920
68	10.0%	2,764	276	18,792
69	15.0%	2,487	373	25,743
70	20.0%	2,114	423	29,598
71	100.0%	1,691	1,691	120,082
Total			10,000	658,983
Average				65.90

Schedule SB, Part V — Summary of Plan Provisions

Summary of Major Plan Provisions

Effective date and plan year	Original plan: June 30, 1959 Restated plan: October 1, 2011 Plan year: the 12-month plan period beginning on October 1st and ending on the following September 30th.
Status of the plan	Effective January 1, 2008, the plan was closed to new hires. Effective April 1, 2008, participants who elected to receive a company non-matching contribution under the Moog Retirement Savings Plan ceased accruing benefits under this plan.
Significant events that occurred during the year	None
Definitions	
• Covered employees	Substantially all employees hired before January 1, 2008 who did not elect to receive Company non-matching contributions under the Company's defined contribution plan.
• Participation	First day of the month coincident with or next following completion of one year of service with a minimum of 1,000 hours of service. Employees hired on or after January 1, 2008 are not eligible to participate.
• Employee contributions	The Employer pays the full cost of the plan.
• Vesting service	Each participant shall receive one year of Service for each Plan Year in which the Participant completes 1,000 Hours of Service.
• Credited service	Prior service: Continuous service (completed months) from hire to September 30, 1990. Future service: Continuous service (completed months) subsequent to September 30, 1990.
• Prior service compensation	Prior service compensation is the greater of the January 1, 1988 base rate of pay or the pay received in the calendar year ending December 31, 1989 plus any shift differential or overtime, but excluding any other compensation.
• Compensation	Compensation is base pay plus shift differential and overtime received in the calendar year ending in the plan year.

Schedule SB, Part V — Summary of Plan Provisions

• Accrued benefit	Amount of Benefit: (a) + (b), subject to a minimum of (c): a. For service prior to October 1, 1990: 1.15% of the first $20,000 of prior service compensation plus 1.75% of such compensation in excess of $20,000, for each year of prior service, or if greater, the accrued benefit under the prior accrual formula as of September 30, 1990. b. For service after September 30, 1990: 1.15% of compensation up to $20,000 plus 1.75% of the excess, for each year until completion of 35 years of credited service (prior and future), plus 1.75% of all compensation in each year subsequent to completion of 35 years of credited service. c. A participant with at least five years of service shall be entitled to a minimum annual benefit of $2,400 per year, prorated for less than 15 years of credited service.
Normal retirement	
• Eligibility	Age 65
• Benefit	The accrued benefit
Early retirement	
• Eligibility	Age 55 with 15 years of credited service
• Benefit	The accrued benefit reduced 0.5% for each month benefit commencement precedes age 65. Benefit may not commence before age 55.
Late retirement	
• Eligibility	Retirement after normal retirement age
• Benefit	The accrued benefit
Deferred vested	
• Eligibility	The accrued benefit is nonforfeitable after five years of service.
• Benefit	Accrued benefit payable at normal retirement date. A participant with 15 years of service may elect early commencement of benefits after age 55 on an actuarially reduced basis.
Disability	
• Eligibility	Total and permanent disability
• Benefit	Accrued benefit actuarially reduced for commencement prior to normal retirement.
Pre-retirement death	
• Eligibility	A life annuity is payable to the surviving spouse of a member whose death occurs after becoming vested, but prior to retirement.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	The amount payable to the surviving spouse is 50% of the member's benefit determined as if he separated from service on the date of death, survived to his earliest retirement date, elected the joint and 50% survivor option, and then died. If the member is younger than age 55 at death, the survivor benefit may commence as early as the date the member would have attained age 50, with the benefit actuarially reduced further for earlier commencement.
Form of benefits	
• Automatic form for unmarried participants	Life annuity
• Automatic form for married participants	Qualified joint and 50% survivor annuity (can elect different optional form with spousal consent)
• Optional forms	• Joint and 100%, 75%, 66 2/3%, 50% contingent annuitant • Social Security level option • Term certain and life
• Optional form conversion factors	Interest – 6% per annum; Mortality – 50% male/50% female blend of the UP94 Mortality Tables projected to 2002 using scale AA.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit is $255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is $205,000.
• Miscellaneous	Employees who transferred employment to Carleton Technologies, Inc. on August 10, 1987 will have their service with Carleton Technologies, Inc. credited towards meeting the service eligibility requirements for vesting, early retirement and disability benefits.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated October 1, 2011, are included in this valuation.

- **Most recent plan amendments included:** No amendments subsequent to the October 1, 2011 restatement have been included.
- **Plan amendments excluded:** None
- **Late retirement increases:**
  - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
  - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.

Schedule SB, Part V — Summary of Plan Provisions

- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
  - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
  - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2012 to 2013.

EIN #16-0757636 Plan #001

Schedule H, Line 4i - Schedule of Assets
(Held at End of Year)
September 30, 2014

Identity of Issuer/Description	Cost	Fair Value
Shares of Registered Investment Companies		
Deutsche Global Infrastructure Fund	$ 21,915,814	$ 21,373,078
Federated Institutional High-Yield Bond Fund (U.S.)	32,085,706	31,658,224
Hartford Emerging Markets Local Debt Fund (U.S)	20,001,668	18,215,569
Invesco Small Cap Equity	6,128,933	7,441,627
MFS Emerging Markets Debt Fund (U.S.)	15,246,028	14,138,880
RBC BlueBay Global High Yield Bond Fund (U.S.)	2,216,809	2,188,787
	97,594,958	95,016,165
Moog Inc. * Common Stock		
Class A	977,292	10,193,105
Class B	2,743,560	68,680,943
	3,720,852	78,874,048
Fixed Income Funds		
21st Century Fox America Inc 5.400% 10/01/43	569,809	573,673
21st Century Fox America, Inc 6.150% 2/15/41	501,485	504,254
Abbey National Treasury Services PLC 4.000% 4/27/16	79,305	78,446
Abbvie Inc 4.400% 11/06/42	98,668	93,947
Aberdeen Loan Funding Ltd. .8896% 11/01/18	670,084	670,084
Acis Clo Ltd 1.1492% 10/14/22	675,000	675,000
Acis Clo Ltd 1.4606% 4/18/24	1,358,000	1,358,000
Actavis Funding SCS 4.850% 6/15/44	148,341	140,923
Actavis Inc. 4.625% 10/01/42	384,744	365,500
Adjustable Rate Mortgage Trust 2.64983% 4/25/35	16,248	16,371
AID-Israel 5.500% 12/04/23	89,307	90,748
AID-Israel 5.500% 4/26/24	59,714	60,752
AID-Israel 5.500% 9/18/33	180,985	190,971
AID-Israel 5.500% 9/24/34	294,937	271,888
AIG Life Holdings Inc 7.570% 12/01/45	180,000	201,333
AIG Life Holdings Inc 8.500% 7/01/30	354,750	361,625
AIG SunAmerica Blobal Financing 6.900% 3/15/32	95,616	99,544
Alleghany Corp 4.900% 9/15/44	223,456	221,715
Altria Group Inc 5.375% 1/31/44	789,330	799,087
American Campus Communities Operating Partnership LP 3.750% 4/15/23	75,996	73,934
American Express Co 6.800% 9/01/66	330,750	320,250
American Home Mortgage Assets 0.82269% 2/25/47	107,843	112,806
American International Group Inc 4.500% 7/16/44	571,533	568,065
American Municipal Power-Ohio Inc 5.939% 2/15/47	153,765	178,603
American Tower Corp 3.400% 2/15/19	25,230	25,542
Anadarko Petroleum Corp 6.450% 9/15/36	584,757	603,217

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Fixed Income Funds (continued)		
Anheuser-Busch Inbev Finance Inc 4.000% 1/17/43	117,597	114,970
Anheuser-Busch Inbev Worldwide Inc 3.750% 7/15/42	157,397	157,005
Appalachian Power Co 7.000% 4/01/38	245,368	271,190
Apple Inc 3.850% 5/04/43	604,356	630,523
Arch Capital Group Ltd 7.350% 5/01/34	130,746	134,385
Arch Capital Group US Inc 5.144% 11/01/43	372,035	380,769
Arizona Public Service Co 4.500% 4/01/42	204,892	207,924
Arizona Public Service Co 5.050% 9/01/41	96,288	101,879
AT&T Inc Fixed 4.350% 6/15/45	578,536	643,405
AT&T Inc Fixed 5.550% 8/15/41	412,565	423,673
Avon Products Inc 4.600% 3/15/20	76,894	76,606
Avon Products Inc 6.950% 3/15/43	295,449	299,646
Banc of America Funding Corp 7.000% 10/25/37	81,573	86,987
Bank of America Corp 4.125% 1/22/24	99,927	101,911
Bank of America Corp 5.000% 1/21/44	925,099	949,446
Bank of America Corp 6.110% 1/29/37	195,048	200,312
Bank of America Corp 7.750% 5/14/38	229,430	236,472
Bank of Tokyo-Mitsubishi UFJ Ltd 4.700% 3/10/44	554,389	589,000
Bay Area Toll Authority-Toll Bridge Revenue 6.263% 4/01/49	97,612	100,588
Bear Stearns Alt-A Trust 2.39319 7/25/35	71,633	72,430
Bear Stearns Mortgage Funding Trust 0.380% 9/25/46	12,024	13,556
Berkshire Hathaway Energy Co 5.950% 5/15/37	212,846	220,171
Berkshire Hathaway Energy Co 6.125% 4/01/36	820,670	847,715
Berkshire Hathaway Finance Corp 4.300% 5/15/43	417,829	430,446
British Telecommunications PLC 9.625% 12/15/30	194,269	196,284
Burlington North Santa Fe, LLC 4.450% 3/15/43	375,079	387,551
California St 7.500% 4/01/34	273,080	284,922
California St 7.600% 11/01/40	247,819	258,853
California St 7.625% 3/01/40	315,716	326,999
Cargill Inc 6.125% 9/15/36	206,850	219,956
Cargill Inc 6.625% 9/15/37	96,106	99,557
Celgene Corp 4.625% 5/15/44	572,964	564,132
Charter Communications Inc 5.250% 9/30/22	270,487	264,262
Chicago Transit Authority 6.899% 12/01/40	207,947	213,391
Cigna Corp 5.375% 2/15/42	122,939	132,199
Cisco Systems Inc 5.900% 2/15/39	718,470	723,096
Citigroup Inc 3.375% 3/01/23	100,932	98,465
Citigroup Inc 5.300% 5/06/44	211,604	207,812
City of Chicago Illinois 5.432% 1/01/42	45,061	45,643
City of Chicago Illinois 7.517% 1/01/40	114,688	113,299

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Fixed Income Funds (continued)		
City of Chicago Illinois 7.781% 1/01/35	326,002	322,974
City of San Francisco CA Public Utilities Commission Water Revenue 6.000% 11/01/40	29,664	31,088
City of San Francisco CA Public Utilities Commission Water Revenue 6.950% 11/01/50	330,438	353,723
Clean Harbors Inc 5.250% 8/01/20	318,000	300,000
Comcast Corp 6.450% 3/15/37	403,666	415,363
Comcast Corp 6.500% 11/15/35	93,638	97,566
Commonwealth Edison Company 5.900% 3/15/36	726,603	718,486
Commonwealth of Puerto Rico 8.000% 7/01/35	392,611	374,009
Compass Bank 5.500% 4/01/20	77,482	81,575
ConAgra Foods Inc 4.650% 1/25/43	238,650	249,153
ConocoPhillips 6.500% 2/01/39	775,370	772,369
Consumers Energy Co 3.950% 5/15/43	165,461	174,757
Countrywide Alternative Loan Trust 1.62269% 9/25/35	13,324	13,720
Countrywide Alternative Loan Trust 1.76276% 6/25/35	41,386	42,232
Countrywide Alternative Loan Trust 2.4951% 12/25/35	24,423	24,682
Countrywide Alternative Loan Trust 6.000% 7/25/37	34,679	40,936
Countrywide Home Loans 2.445% 11/20/34	18,045	18,392
Credit Suisse Group AG 6.250% 12/29/49	125,000	120,938
Credit Suisse Group AG 7.500% 12/11/49	432,250	420,000
Credit Suisse of New York, New York 3.625% 9/09/24	348,026	345,314
Credit Suisse USA Inc 7.125% 7/15/32	102,184	103,477
CSX Corp 4.500% 8/01/54	273,177	268,546
CSX Corp 6.150% 5/01/37	144,293	148,784
CSX Corp 6.220% 4/30/40	143,513	150,226
CVS Health Corp 5.750% 5/15/41	559,541	566,338
CVS Health Corp 6.125% 9/15/39	109,336	110,870
Diageo Investment Corp 4.250% 5/11/42	98,458	99,126
DIRECTV Holdigns LLC/DIRECTV Financing Company Inc 3.800% 3/15/22	77,342	76,228
DIRECTV Holdigns LLC/DIRECTV Financing Company Inc 6.000% 8/15/40	378,727	376,245
DIRECTV Holdigns LLC/DIRECTV Financing Company Inc 6.375% 3/01/41	159,834	174,810
Discover Financial Services 5.200% 4/27/22	168,515	164,232
Discovery Communications LLC 4.875% 4/01/43	143,162	148,424
Duke Energy Carolinas LLC 4.000% 9/30/42	171,952	176,308
Ecolab Inc 5.500% 12/08/41	590,342	595,317
Ecopetrol SA 7.375% 9/18/43	142,500	150,000
Electricite de France (EDF) 6.950% 1/26/39	422,544	438,695
Enterprise Products Operating LLC 5.700% 2/15/42	419,925	425,831
Enterprise Products Operating LLC 7.550% 4/15/38	264,640	273,394
Enterprise Products Operating LLC 8.375% 8/01/66	86,016	82,500
ERAC USA Finance LLC 5.625% 3/15/42	220,224	225,876

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Fixed Income Funds (continued)		
ERP Operating LP 4.500% 7/01/44	397,188	393,892
Fannie Mae Pool #466216 3.540% 10/01/20	184,103	185,097
Fannie Mae Pool #466776 3.070% 12/01/17	122,912	121,118
Fannie Mae Pool #467626 3.740% 5/01/18	256,667	253,585
Fannie Mae Pool #468123 3.840% 5/01/18	162,787	160,276
Fannie Mae Pool #748530 5.500% 10/01/33	242,451	249,207
Fannie Mae Pool #889004 2.362% 8/01/37	166,839	167,909
Fannie Mae Pool #958815 4.506% 6/01/19	332,217	323,094
Fannie Mae Pool #AB5919 3.000% 8/01/42	85,047	87,395
Fannie Mae Pool #AB7121 3.000% 12/01/42	36,583	37,593
Fannie Mae Pool #AB7268 3.000% 12/01/42	72,043	74,032
Fannie Mae Pool #AB7269 3.000% 12/01/42	73,951	75,992
Fannie Mae Pool #AB7424 3.000% 12/01/42	77,989	80,141
Fannie Mae Pool #AB7456 3.000% 1/01/43	74,180	76,227
Fannie Mae Pool #AB7763 3.000% 2/01/43	73,214	75,235
Fannie Mae Pool #AD0490 5.500% 8/01/37	241,079	248,526
Fannie Mae Pool #AL2293 4.375% 6/01/21	242,379	242,316
Fannie Mae Pool #AL2966 3.000% 12/01/42	26,483	27,217
Fannie Mae Pool #AL3365 6.000% 3/01/43	898,548	927,001
Fannie Mae Pool #AL4316 7.000% 11/01/43	78,570	80,052
Fannie Mae Pool #AQ5152 3.000% 11/01/42	20,910	21,488
Fannie Mae Pool #AQ5342 3.000% 12/01/42	27,853	28,623
Fannie Mae Pool #AQ5402 3.000% 12/01/42	28,372	29,154
Fannie Mae Pool #AQ6758 3.000% 12/01/42	25,656	26,365
Fannie Mae Pool #AQ7935 3.000% 12/01/42	43,076	44,266
Fannie Mae Pool #AQ8484 3.000% 1/01/43	29,581	30,397
Fannie Mae Pool #AQ8657 3.000% 12/01/42	22,574	23,197
Fannie Mae Pool #AR1079 3.000% 1/01/43	22,727	23,355
Fannie Mae Pool #AR1153 3.000% 1/01/43	56,328	57,883
Fannie Mae Pool #FN0001 3.763% 12/01/20	396,195	399,851
Fannie Mae Pool #FN0003 4.440% 1/01/21	270,588	270,541
Fannie Mae Pool #FN0004 3.614% 12/01/20	71,053	70,842
Fannie Mae Pool #FN0009 3.416% 10/01/20	98,762	99,423
Fannie Mae REMICS 7.000% 10/25/42	56,085	56,798
Fannie Mae REMICS 7.000% 7/25/42	61,932	62,727
Federal Farm Credit Banks 3.500% 12/20/23	1,198,234	1,261,608
Federal Farm Credit Banks 5.300% 2/06/17	56,289	55,190
Federal Home Loan Banks 3.000% 9/10/21	307,093	309,582
Federal Home Loan Banks 5.500% 7/15/36	73,819	77,771
Federal Home Loan Mortgage Corp 2.375% 1/13/22	230,296	218,728

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Fixed Income Funds (continued)		
Federal National Mortgage Association 6.250% 5/15/29	884,093	858,698
Federal National Mortgage Association 6.625% 11/15/30	1,752,595	1,797,502
Federal National Mortgage Association 7.125% 1/15/30	314,001	328,869
Federal Republic of Brazil 7.125% 1/20/37	2,435,070	2,379,216
Federative Republic of Brazil-Brazilian Governement International Bond 8.250% 1/20/34	27,820	26,850
FHLMC Freddie Mac Gold Pool 3.531% 6/25/20	149,102	158,837
FHLMC Multifamily Structured Pass-Through Certificates 2.779% 9/25/22	49,103	49,052
FHLMC Multifamily Structured Pass-Through Certificates 3.034% 10/25/20	901,112	906,019
FHLMC Multifamily Structured Pass-Through Certificates 3.320% 2/25/23	763,162	775,582
FHLMC Multifamily Structured Pass-Through Certificates 3.490% 1/25/24	203,985	208,264
First Horizon Mortgage Pass-Through Trust 2.625% 12/25/34	6,630	6,894
FNMA Strips z-cpn 5/15/30	78,558	85,458
Ford Motor Co 4.750% 1/15/43	686,445	705,592
Ford Motor Credit Co 5.000% 5/15/18	222,542	218,430
Ford Motor Credit Co 7.450% 7/16/31	160,964	165,041
Forest Laboratories Inc 4.375% 2/01/19	26,979	26,314
Freddie Mac Gold Pool #A40357 5.500% 11/01/35	5,258	5,393
Freddie Mac Gold Pool #A48700 4.500% 5/01/36	18,271	18,411
Freddie Mac Gold Pool #A56539 4.500% 1/01/37	77,110	77,669
Freddie Mac Gold Pool #A61567 5.500% 9/01/34	13,163	13,523
Freddie Mac Gold Pool #A83000 5.500% 11/01/38	6,287	6,519
Freddie Mac Gold Pool #G04232 5.500% 3/01/38	96,371	98,615
Freddie Mac Gold Pool #G04272 5.500% 4/01/38	37,122	37,821
Freddie Mac Gold Pool #G04774 4.500% 1/01/38	598,558	608,587
Freddie Mac Gold Pool #G06694 5.500% 6/01/40	20,198	20,663
Freddie Mac Gold Pool #G06817 5.500% 5/01/40	147,864	152,370
Freddie Mac Gold Pool #G06875 5.500% 12/01/38	12,962	13,260
Freddie Mac Gold Pool #G07505 7.000% 2/01/39	158,537	161,480
Freddie Mac MTN z-cpn 12/17/29	572,704	637,747
Freeport-McMoRan Inc 5.450% 3/15/43	177,854	183,533
GE Capital Trust 6.375% 11/15/67	53,115	54,000
General Electric Capital Corp 5.875% 1/14/38	1,184,965	1,206,170
General Electric Capital Corp 6.150% 8/07/37	584,892	648,317
Genworth Financial Inc 7.625% 9/24/21	59,898	60,662
Genworth Holdigns, Inc 6.500% 6/15/34	226,319	226,612
Gilead Sciences Inc 4.800% 4/01/44	551,926	562,264
Ginnie Mae I pool #AB9190 2.500% 11/15/42	750,096	779,830
GMAC Mortgage Corporation Loan Trust 2.98955% 6/25/34	22,080	21,861
GMAC Mortgage Corporation Loan Trust 7.000% 9/25/37	20,078	20,450
Guardian Life Insurance Co 4.875% 6/19/64	373,744	368,149

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Fixed Income Funds (continued)		
HCA Inc 4.250% 11/15/23	49,770	51,537
HCA Inc 6.750% 2/01/41	343,016	346,556
HCA Inc 7.500% 2/15/22	58,625	56,250
Health Care REIT Inc 5.125% 3/15/43	232,774	251,011
Hewlett-Packard Co 2.600% 9/15/17	73,466	77,035
Hewlett-Packard Co 2.750% 1/14/19	49,977	50,783
Hewlett-Packard Co 6.000% 9/15/41	424,186	438,888
Home Depot, Inc 4.200% 4/01/43	409,483	414,212
Home Depot, Inc 4.875% 2/15/44	400,069	417,752
HSBC Holdings PLC 6.500% 5/02/36	442,804	459,836
HSBC Holdings PLC 6.500% 9/15/37	768,903	799,643
IndyMac INDX Mortgage Loan Trust 2.40074% 2/25/35	44,523	44,730
Inter-American Development Bank 4.375% 1/24/44	105,904	112,844
Inter-American Development Bank 6.750% 7/15/27	775,318	790,332
Inter-American Development Bank 7.000% 6/15/25	1,171,584	1,184,776
Intesa Sanpaolo SPA 5.017% 6/26/24	325,000	316,660
Intesa Sanpaolo SPA 5.250% 1/12/24	253,790	266,853
J.P. Morgan Chase Commercial Mortgage Securities Trust 2006-CIBC14 5.552% 5/12/45	139,311	128,379
JPMorgan Chase 7 Co 5.400% 1/06/42	166,607	170,450
JPMorgan Chase 7 Co 6.400% 5/15/38	311,642	314,637
Kentucky Utilities Co 5.125% 11/01/40	135,530	138,968
Kinder Morgan Energy Partners, L.P. 5.000% 3/01/43	288,333	277,371
Kinder Morgan Energy Partners, L.P.-El Paso Pipeline 7.500% 11/15/40	300,619	303,953
KKR Group Finance Co II 5.500% 2/01/43	126,163	131,365
KKR Group Finance Co III 5.125% 6/01/44	249,240	259,690
Kraft Foods Group Inc 5.000% 6/04/42	636,015	632,497
Lehman XS Trust 0.345% 11/25/46	16,342	16,595
Lehman XS Trust 1.005% 9/25/47	153,894	155,330
Los Angeles Community College District 6.750% 8/01/49	411,990	424,968
Macquarie Bank Ltd 2.600% 6/24/19	24,985	24,980
Macy's Retail Holdings Inc. 6.375% 3/15/37	331,795	335,154
MASTR Adjustable Rate Mortgages Trust 0.97269% 12/25/46	32,878	38,345
McKesson Corp 2.284% 3/15/19	100,000	99,271
McKesson Corp 6.000% 3/01/41	240,133	247,695
MDC Holdings Inc 5.625% 2/01/20	83,250	78,188
MDC Holdings Inc 6.000% 1/15/43	236,172	247,050
Mead Johnson Nutrition Co 4.600% 6/01/44	249,598	252,225
Metropolitan Transit Authority-New York City 7.336% 11/15/39	69,957	73,833
Metropolitan Water Reclamation District of Greater Chicago 5.720% 12/01/38	228,322	234,508
MidAmerican Energy Co 5.750% 11/01/35	119,422	121,944

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Fixed Income Funds (continued)		
ML-CFC Commercial Mortgage Trust 6.06601% 6/12/46	108,065	99,612
Molson Coors Brewing Co 5.000% 5/01/42	366,503	351,858
Mondelez International Inc 6.500% 2/09/40	695,069	689,601
Monsanto Co 4.700% 7/15/64	297,249	298,587
Morgan Stanley Global Medium Term Notes 6.250% 8/28/17	202,829	196,621
Morgan Stanley Global Medium Term Notes 6.375% 7/24/42	706,206	717,910
Morgan Stanley Mortgage Loan Trust 2.42617% 9/25/34	12,975	13,123
Morgan Stanley Mortgage Loan Trust 2.429% 10/25/34	151,685	149,994
Municipal Electric Authority of Georgia 6.655% 4/01/57	393,824	431,102
NBCUniversal Media LLC 4.450% 1/15/43	187,112	210,521
NBCUniversal Media LLC 5.950% 4/01/41	991,732	1,019,201
NBCUniversal Media LLC 6.400% 4/30/40	77,545	77,276
NCUA Guarunteed Notes 1.840% 10/07/20	9,119	9,111
NCUA Guarunteed Notes 2.900% 10/29/20	248,818	247,140
NCUA Guarunteed Notes 3.000% 6/12/19	95,242	94,588
Nevada Power Co 6.650% 4/01/36	183,928	197,755
New Jersey State Turnpike Authority 7.414% 1/01/40	246,993	250,729
New Jersey Transportation Trsut Fund Authority 6.561% 12/15/40	251,278	258,262
New York State Dormitory Authority 5.389% 3/15/40	197,848	206,019
Nexen Inc 6.400% 5/15/37	102,709	109,673
Nike Inc 3.625% 5/01/43	278,655	310,414
Northwestern Mutual Life Insurance Company 6.063% 3/30/40	508,819	520,128
Nucor Corporation 5.200% 8/01/43	438,438	451,367
Ocean Trails CLO 0.4836% 10/12/20	419,192	419,192
OCP CLO Ltd 1.4749% 11/22/23	475,000	475,000
OFSI Fund V Ltd 1.6181% 4/17/25	919,460	919,460
ONEOK Partners, L.P. 6.650% 10/01/36	115,313	119,102
Oriental Republic of Uruguay 4.125% 11/20/45	171,570	177,450
Pacific Gas & Electric Co 5.800% 3/01/37	320,444	330,195
Penske Truck Leasing Co LP 2.875% 7/17/18	124,729	127,905
Pernod-Ricard Sa 4.450% 1/15/22	27,769	26,419
Pernod-Ricard Sa 5.500% 1/15/42	639,960	662,088
Perrigo Co PLC 5.300% 11/15/43	318,027	323,970
Petrobas Global Finance BV 6.250% 3/17/24	39,909	41,996
Petro-Canada 6.800% 5/15/38	474,652	486,213
Petroleos Mexicanos 6.375% 1/23/45	52,116	56,488
Petroleos Mexicanos 6.500% 6/02/41	1,420,225	1,437,545
Philip Morris International Inc 3.875% 8/21/42	104,370	108,782
Philip Morris International Inc 6.375% 5/16/38	335,607	338,845
Port Authority of New York & New Jersey 4.458% 10/01/62	164,686	174,545

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Port Authority of New York & New Jersey 4.960% 8/01/46	50,721	54,793
Progress Energy, Inc 6.000% 12/01/39	546,370	554,593
Progress Energy, Inc 7.000% 10/31/31	160,842	165,087
Prudential Financial, Inc 6.200% 11/15/40	396,162	397,641
Public Service Company of Oklahoma 6.625% 11/15/37	183,206	197,475
Puerto Rico Sales Tax Financing Corp var cpn 8/01/32	18,765	19,061
Puget Sound Energy, Inc 6.974% 6/01/67	234,903	235,870
Red River CLO Ltd 0.5096% 7/27/18	708,780	708,780
Republic of Argentina var cpn 12/15/35	13,714	13,013
Republic of Colombia 6.125% 1/18/41	166,500	175,920
Republic of Panama 4.300% 4/29/53	191,360	197,455
Republic of Panama 6.700% 1/26/36	146,250	153,800
Republic of Peru 5.625% 11/18/15	264,375	282,425
Republic of South Africa 5.375% 7/24/44	196,606	198,500
Republic of Turkey 6.000% 1/14/41	503,727	526,473
Republic of Turkey 6.750% 5/30/40	209,000	226,200
Republic of Turkey 6.875% 3/17/36	159,750	171,735
Republic of Turkey 8.000% 2/14/34	286,800	307,848
Residential Accredit Loans, Inc 1.11689% 1/25/46	39,559	40,414
Residential Funding Mtg Sec I 2.7831% 9/25/35	27,564	27,352
Residual Funding Corp Principal Strips z-cpn 7/15/20	509,168	504,056
Reynolds American Inc 6.150% 9/15/43	422,172	434,693
Rio Tinto Finance USA Ltd 5.200% 11/02/40	311,925	310,103
Roche holdings, Inc 7.000% 3/01/39	210,885	209,862
Royal Bank of Scotland Medium Term Note 9.500% 3/16/22	84,750	85,417
SABMiller Holdings Inc. 4.950% 1/15/42	982,711	988,608
Sealed Air Corp 8.375% 9/15/21	57,875	55,500
Senior Housing Properties Trust 3.250% 5/01/19	24,982	25,159
Senior Housing Properties Trust 4.750% 5/01/24	323,973	327,665
Sequoia Mortgage Trust 0.3555% 7/20/36	121,405	125,521
Shell International 4.550% 8/12/43	130,118	132,181
Shell International Finance BV 3.625% 8/21/42	152,834	159,785
Simon Property Group LP 6.750% 2/01/40	648,869	662,815
Southwestern Public Service Co 6.000% 10/01/36	179,177	183,261
State of Illinois 5.100% 6/01/33	198,308	194,088
State of Illinois 6.630% 2/01/35	109,026	108,605
State of Illinois 6.725% 4/01/35	165,068	164,411
State of Illinois 7.350% 7/01/35	301,855	287,145
Structured Adjustable Rate Mortgage Loan Trust 2.418% 5/25/34	28,665	28,592
Structured Adjustable Rate Mortgage Loan Trust 2.418% 9/25/34	15,105	15,178

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Identity of Issuer/Description	Cost	Fair Value
Fixed Income Funds (continued)		
Structured Adjustable Rate Mortgage Loan Trust 2.49607% 12/25/33	2,338	2,331
Structured Adjustable Rate Mortgage Loan Trust 2.60027% 2/25/36	94,838	96,355
Student Loan Consolidation Center Student Loan 1.375% 10/25/27	110,863	111,257
Suncor Energy, Inc 6.500% 6/15/38	186,188	191,007
Sysco Corp 3.500% 10/02/24	49,808	50,138
Sysco Corp 4.350% 10/02/34	199,682	202,908
Sysco Corp 4.500% 10/02/44	222,732	226,645
Teachers Insurance & Annuity Association of America 4.900% 9/15/44	39,963	40,765
Teachers Insurance & Annuity Association of America 6.850% 12/16/39	421,270	412,256
Tennessee Gas Pipeline Company, LLC 7.000% 10/15/28	184,026	183,972
Tennessee Gas Pipeline Company, LLC 7.625% 4/01/37	97,781	96,533
Tennessee Gas Pipeline Company, LLC 8.375% 6/15/32	368,929	363,536
Tennessee Valley Authority 3.875% 2/15/21	434,728	435,996
Tennessee Valley Authority 4.625% 9/15/60	115,319	129,476
Tennessee Valley Authority 4.875% 1/15/48	217,394	242,886
Tennessee Valley Authority 7.125% 5/01/30	271,814	283,944
Tiffany & Co 4.900% 10/01/44	174,290	174,746
Time Warner Cable Inc 5.500% 9/01/41	397,804	410,873
Time Warner Cable Inc 5.875% 11/15/40	65,957	70,597
Time Warner Cable Inc 7.300% 7/01/38	996,064	1,060,722
Time Warner Inc 5.375% 10/15/41	124,288	127,476
TransAtlantic Holdings 8.000% 11/30/39	232,307	242,819
TransCanada PipeLines Ltd 6.350% 5/15/67	91,167	87,762
Transocean Inc 6.500% 11/15/20	88,830	79,693
Transocean Inc 6.800% 3/15/38	270,665	243,450
Transocean Inc 7.350% 12/15/41	240,788	216,032
Transocean Inc 7.500% 4/15/31	171,423	156,835
Traveleers Companies, Inc 4.600% 8/01/43	117,583	125,825
United Mexican Medium Term Notes 4.750% 3/08/44	496,930	507,450
United Mexican Medium Term Notes 5.750% 10/12/10	382,200	405,132
United Mexican Medium Term Notes 6.750% 9/27/34	91,500	95,085
United Mexican States 5.500% 1/21/45	254,400	266,928
United States Treasury Inflation Indexed Bonds 0.0375% 7/15/23	405,424	405,065
United States Treasury Inflation Indexed Bonds 0.125% 1/15/22	560,026	565,664
United States Treasury Inflation Indexed Bonds 0.625% 1/15/24	1,008,488	995,419
United States Treasury Inflation Indexed Bonds 1.375% 2/15/44	476,881	492,053
United States Treasury Inflation Indexed Bonds 2.500% 1/15/29	706,914	711,083
United States Treasury Note/Bond 0.875% 4/15/17	697,933	700,000
United States Treasury Note/Bond 0.875% 8/15/17	1,397,687	1,393,322
United States Treasury Note/Bond 1.500% 6/30/16	1,445,134	1,419,678

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Schedule H, Line 4i - Schedule of Assets
(Held at End of Year)
September 30, 2014

Identity of Issuer/Description	Cost	Fair Value
Fixed Income Funds (continued)		
United States Treasury Note/Bond 1.500% 1/31/19	1,017,548	1,018,594
United States Treasury Note/Bond 1.500% 5/31/19	99,917	98,961
United States Treasury Note/Bond 1.625% 4/30/19	497,448	498,125
United States Treasury Note/Bond 1.625% 6/30/19	99,785	99,469
United States Treasury Note/Bond 1.750% 9/30/19	1,995,239	1,997,340
United States Treasury Note/Bond 2.125% 6/30/21	1,896,635	1,891,697
United States Treasury Note/Bond 2.250% 4/30/21	1,294,402	1,306,500
United States Treasury Note/Bond 2.375% 8/15/24	198,024	197,688
United States Treasury Note/Bond 2.500% 5/15/24	98,776	100,063
United States Treasury Note/Bond 2.750% 11/15/42	266,719	274,452
United States Treasury Note/Bond 3.375% 5/15/44	1,386,625	1,445,500
United States Treasury Note/Bond 3.625% 2/15/44	459,323	486,284
United States Treasury Note/Bond 3.625% 8/15/43	6,335,656	6,701,828
United States Treasury Note/Bond 3.750% 11/15/43	158,734	165,797
United States Treasury Strip Principal z-cpn 11/15/26	1,109,925	1,175,991
UnitedHealth Group Inc 4.250% 3/15/43	365,028	380,913
UnitedHealth Group Inc 4.375% 3/15/42	117,760	118,877
University of California 5.946% 5/15/45	174,840	185,345
University of California 6.548% 5/15/48	214,869	225,197
University of Missouri 5.792% 11/01/41	92,287	95,069
Vale Overseas Ltd 6.875% 11/10/39	192,780	203,886
Valmont Industries, Inc 5.250% 10/01/54	191,363	195,284
Ventas Realty LP 5.700% 9/30/43	197,943	201,434
Verizon Communications Inc 2.450% 11/01/22	212,800	232,038
Verizon Communications Inc 4.150% 3/15/24	74,879	77,441
Verizon Communications Inc 4.375% 3/15/42	473,824	486,345
Verizon Communications Inc 4.500% 9/15/20	152,033	162,278
Verizon Communications Inc 4.862% 8/21/46	1,291,226	1,357,832
Verizon Communications Inc 6.000% 4/01/41	478,943	489,233
Verizon Communications Inc 6.400% 2/15/38	247,334	254,388
Verizon Communications Inc 6.400% 9/15/33	1,550,762	1,588,559
Verizon Communications Inc 6.550% 9/15/43	198,171	203,651
Verizon Communications Inc. 5.012% 8/21/54	154,069	161,765
Viacom Inc 5.250% 4/01/44	154,498	155,027
Voya Financial, Inc 5.700% 7/15/43	341,160	339,105
W.R. Berkley Corporation 4.750% 8/01/44	273,608	271,562
Wachovia Bank Commercial Mortgage Trust 5.608% 5/15/46	455,535	450,095
Walgreen Co 4.400% 9/15/42	519,167	511,995
Wal-Mart Stores Inc 5.250% 9/01/35	101,576	103,964
Wal-Mart Stores Inc 5.625% 4/15/41	1,016,483	1,029,622

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Schedule H, Line 4i - Schedule of Assets
(Held at End of Year)
September 30, 2014

Identity of Issuer/Description	Cost	Fair Value
Fixed Income Funds (continued)		
WAMU Mortgage Pass-Through Certificates 0.81689% 2/25/47	25,991	30,978
WAMU Mortgage Pass-Through Certificates 2.37632% 6/25/34	23,584	23,588
Washington Mutual Mortgage Pass-Through Certificates 0.84269% 12/25/46	92,111	105,956
Washington Mutual Mortgage Pass-Through Certificates 0.96269% 11/25/46	11,451	13,929
WEA Finance LLC/Westfield UK & Europe Finance PLC 4.750% 9/17/44	503,077	506,020
Weatherford International Ltd 5.125% 9/15/20	71,733	70,891
Weatherford International Ltd./Bermuda 6.750% 9/15/40	643,529	644,045
Wells Fargo & Co 5.606% 1/15/44	853,275	873,402
Williams Partners LP 3.900% 1/15/25	49,845	49,629
Xcel Energy Inc 6.500% 7/01/36	95,907	97,973
Xstrata Finance Canada Ltd 2.450% 10/25/17	101,614	101,669
Xstrata Finance Canada Ltd 5.550% 10/25/42	112,325	120,521
	126,264,373	128,671,900
Money Market Funds		
Wilmington U.S. Treasury Money Market Fund*	42,893,811	42,893,811
	42,893,811	42,893,811
Interest in Common Collective Trusts		
Goldman Sachs Global Equity Strategy*	21,100,000	24,968,962
GSCT High Yield Fund*	3,960,372	3,978,351
GSCT Tactical Exposure Fund*	30,000,000	30,781,056
SSGA GL Real Est Sec Indx NL CTF	15,194,830	16,223,958
SSGS MSCI EAFE Index NL Fund (FD12)	20,336,451	23,344,580
Wellington Commodities CTF	15,107,919	13,188,448
William Blair International Small Cap Growth	10,200,000	9,662,604
	115,899,572	122,147,959
Limited Partnerships		
Blackstone Capital Partners VI	7,624,513	9,434,336
Blackstone Energy Partners LP	4,944,502	7,097,116
Emerging Markets Equity Managers*	24,500,000	24,761,682
Non-US Equity Managers*	16,500,000	18,818,997
Northern Trust Private Equity FD	5,417,325	5,853,576
US Equity Managers*	9,836,481	13,404,718
Vintage VI Manager LP	1,756,326	1,971,558
	70,579,147	81,341,983
Insurance contracts and other		
Global Tactical Trading Managers Ins*	5,787,912	5,989,297
Hedge Fund Opportunities*	14,245,831	15,335,249
	20,033,743	21,324,546
Total investments	476,986,456	570,270,412

*Denotes a party-in-interest

This Schedule was prepared solely from information certified by Manufacturers and Traders Trust Company.

Schedule SB, line 24 — Change in Actuarial Assumptions

Actuarial Assumption Changes Since Prior Valuation

Funding

- Mortality and interest rates were updated in accordance with PPA and MAP-21
- The expected investment return was decreased from 8.50% to 8.375%
- The expected administrative expenses were updated based on the prior year's actual expenses and our expectations for the current plan year