

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>AIR DISTRIBUTION TECHNOLOGIES, INC. RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/30/1986</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>09/30/1986</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>09/30/1986</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>JOHNSON CONTROLS INC</u> <u>5757 N GREEN BAY AVENUE PO BOX 591</u> <u>MILWAUKEE, WI 53201-0591</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>39-0380010</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>414-524-3362</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>39-0380010</u>	2c Plan Sponsor's telephone number <u>414-524-3362</u>	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>39-0380010</u>					
2c Plan Sponsor's telephone number <u>414-524-3362</u>					
2d Business code (see instructions) <u>339900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/09/2015	SHERRY Z. WEINBERG
	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 ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 AIR DISTRIBUTION TECHNOLOGIES, INC.	4b EIN 99-0382064 4c PN 001
5 Total number of participants at the beginning of the plan year	5 6316
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 0
a(2) Total number of active participants at the end of the plan year	6a(2) 0
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 0
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 0
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: 2E 2F 2G 2J 2K 3H 2T	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan AIR DISTRIBUTION TECHNOLOGIES, INC. RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 JOHNSON CONTROLS INC	D Employer Identification Number (EIN) 39-0380010	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
CHARLES SCHWAB & CO. INC. AND AFFIL

94-1737782

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

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

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

SCHWAB RETIREMENT PLAN SERVICES CO

74-2279754

(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 15 50 64	NONE	299519	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE GOLDMAN SACHS TRUST COMPANY NA

13-4019460

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	76438	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BUCK CONSULTANTS, LLC

13-3954297

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	68989	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

ANTON COLLINS MITCHELL, LLP

01-0724563

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	46832	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHERN TRUST COMPANY

45-6138589

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	40967	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DEUTSCHE BANK

13-6043638

(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 15 50 64	NONE	16245	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

CHARLES SCHWAB & CO., INC.

94-1737782

(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?
59 62	NONE	0	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
CHARLES SCHWAB & CO., INC.	59	0

(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.
SEE ATTACHMENT 11-1111111	SEE ATTACHMENT

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>AIR DISTRIBUTION TECHNOLOGIES, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>JOHNSON CONTROLS INC</u>	D Employer Identification Number (EIN) <u>39-0380010</u>
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: NGTI COLLECTIVE ST INVESTMENT FUND

b Name of sponsor of entity listed in (a): NORTHERN TRUST GLOBAL INVESTMENTS

c EIN-PN <u>45-6138589-068</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMID INTERMEDIATE FIXED INCOME

b Name of sponsor of entity listed in (a): DEUTSCHE BANK TRUST COMPANY AMERICAS

c EIN-PN <u>13-6043638-059</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMID INTERMEDIATE MANAGEMENT FD.

b Name of sponsor of entity listed in (a): DEUTSCHE BANK TRUST COMPANY AMERICAS

c EIN-PN <u>13-6043638-059</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PYRAMID SHORT MANAGED MATURING FUND

b Name of sponsor of entity listed in (a): DEUTSCHE BANK TRUST COMPANY AMERICAS

c EIN-PN <u>13-6043638-059</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL TRUST COMPANY COLLECTIVE

b Name of sponsor of entity listed in (a): PRUDENTIAL TRUST COMPANY COLLECTIVE

c EIN-PN <u>22-1211670-000</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTERMEDIATE CORE FUND

b Name of sponsor of entity listed in (a): THE GOLDMAN SACHS TRUST COMPANY NA

c EIN-PN <u>20-4712534-012</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: TERM FUND 2014

b Name of sponsor of entity listed in (a): THE GOLDMAN SACHS TRUST COMPANY NA

c EIN-PN <u>20-4742534-047</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [TERM FUND 2015](#)**b** Name of sponsor of entity listed in (a): [THE GOLDMAN SACHS TRUST COMPANY NA](#)

c EIN-PN 20-4742534-048	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [TERM FUND 2016](#)**b** Name of sponsor of entity listed in (a): [THE GOLDMAN SACHS TRUST COMPANY NA](#)

c EIN-PN 61-1668895-049	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [TERM FUND 2017](#)**b** Name of sponsor of entity listed in (a): [THE GOLDMAN SACHS TRUST COMPANY NA](#)

c EIN-PN 46-1445262-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: [TERM FUND 2018](#)**b** Name of sponsor of entity listed in (a): [THE GOLDMAN SACHS TRUST COMPANY NA](#)

c EIN-PN 46-4178777-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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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)
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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)
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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)
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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)
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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)
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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)
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Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>AIR DISTRIBUTION TECHNOLOGIES, INC. RETIREMENT PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JOHNSON CONTROLS INC</u>		D Employer Identification Number (EIN) <u>39-0380010</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a	17269	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	686310	0
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)	249004	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	3189274	0
	(9) Value of interest in common/collective trusts	1c(9)	46735346	0
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(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)	122861366	0
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)	16424	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	173754993	0

Liabilities

g Benefit claims payable	1g	179743	0
h Operating payables	1h	70538	0
i Acquisition indebtedness	1i		
j Other liabilities	1j	74590	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	324871	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	173430122	0
---	-----------	-----------	---

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)	5461768	
(B) Participants	2a(1)(B)	5120398	
(C) Others (including rollovers)	2a(1)(C)	245834	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		10828000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	127420	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		127420
(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)	6770467	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		6770467
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		1149463
(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)		1873775
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		20749125

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	26047721	
(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)		26047721
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)	47050	
(2) Contract administrator fees.....	2i(2)	340487	
(3) Investment advisory and management fees.....	2i(3)	161672	
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		549209
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		26596930

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-5847805
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		167582317

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **ANTON COLLINS MITCHELL LLP**

(2) EIN: **01-0724563**

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

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

Part IV Compliance Questions

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
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.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		10000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
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?.....		X	
4g			
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?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)		X	
4i			
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.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	X		
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
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.	X		
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)
JOHNSON CONTROLS SAVINGS AND INVESTMENT 401(K) PLAN	39-0380010	011

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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>AIR DISTRIBUTION TECHNOLOGIES, INC. RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JOHNSON CONTROLS INC</u>	D Employer Identification Number (EIN) <u>39-0380010</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>42-1558009</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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

Air Distribution Technologies, Inc. Retirement Plan

Financial Statements

**As of December 31, 2014 and 2013
and for the Year Ended December 31, 2014**





Air Distribution Technologies, Inc. Retirement Plan

Financial Statements

**As of December 31, 2014 and 2013
and for the Year Ended December 31, 2014**

Air Distribution Technologies, Inc. Retirement Plan

Independent Auditor's Report	1-2
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Financial Statements:

Statements of Net Assets Available for Benefits as of December 31, 2014 and 2013	3
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2014	4
Notes to Financial Statements	5-23



Independent Auditor's Report

**To the Plan Administrator of
Air Distribution Technologies, Inc. Retirement Plan
Milwaukee, Wisconsin**

Report on the Financial Statements

We have audited the accompanying financial statements of the Air Distribution Technologies, Inc. Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended December 31, 2014, 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the year ended December 31, 2014, in accordance with accounting principles generally accepted in the United States of America.



Emphasis of Matter - Plan Merger

As discussed in Note 1 to the financial statements, the Company approved the merger of the Plan into the Johnson Controls Savings and Investment 401(k) Plan effective as of midnight December 31, 2014. Our opinion is not modified with respect to this matter.

Anton Collins Mitchell LLP

Denver, Colorado
August 25, 2015



Financial Statements

Air Distribution Technologies, Inc. Retirement Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2014	2013
Assets:		
Investments, at fair value:		
Cash and cash equivalents	\$ -	\$ 17,269
Registered investment companies	-	122,861,366
Separately managed stable value fund	-	46,751,770
Total investments, at fair value	-	169,630,405
Receivables:		
Employer contributions	-	686,310
Notes receivable from participants	-	3,189,274
Trade receivables	-	249,004
Total receivables	-	4,124,588
Total assets	-	173,754,993
Liabilities:		
Accrued administrative expenses	-	(70,538)
Trade payables	-	(74,590)
Total liabilities	-	(145,128)
Net assets available for benefits, at fair value		173,609,865
Adjustment from fair value to contract value for interest in the ADTI Stable Value Fund held by the Plan relating to fully benefit-responsive investment contracts	-	(1,164,767)
Net assets available for benefits, after contract value adjustment	\$ -	\$ 172,445,098

See accompanying notes to financial statements.

Air Distribution Technologies, Inc. Retirement Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31,

2014

Additions to net assets attributed to:

Contributions:

Participant	\$ 5,120,398
Employer, net of forfeitures	5,461,768
Participant rollovers	245,834

Total contributions	10,828,000
---------------------	------------

Interest earned on notes receivable from participants	127,420
---	---------

Investment income:

Net appreciation in fair value of investments	3,282,261
Interest and dividend income from investments	7,676,211

Net investment income and interest earned on notes receivable from participants	11,085,892
---	------------

Total additions	21,913,892
-----------------	------------

Deductions from net assets attributed to:

Benefits paid to participants	(26,227,464)
-------------------------------	--------------

Administrative expenses	(549,209)
-------------------------	-----------

Total deductions	(26,776,673)
------------------	--------------

Net decrease in net assets prior to plan merger	(4,862,781)
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Transfer of net assets to other plan due to plan merger (Note 1)	(167,582,317)
--	---------------

Net assets available for benefits, beginning of year	172,445,098
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Net assets available for benefits, end of year	\$ -
--	------

See accompanying notes to financial statements.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN

The following description of Air Distribution Technologies, Inc. Retirement Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Document and Summary Plan Description for a more complete description of the Plan’s provisions.

General

The Plan, which was established effective September 30, 1986, and most recently amended and restated effective January 1, 2012, is a defined contribution plan covering employees of Air Distribution Technologies, Inc., and certain subsidiary participating companies (the “Company” or ADTI), the prior Plan Sponsor. On June 16, 2014, ADTI was acquired by Johnson Controls, Inc (“JCI”). In connection with the acquisition, JCI became the successor Plan Sponsor of the Plan.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended, (“ERISA”). Benefits under the Plan are not guaranteed by the Pension Benefit Guaranty Corporation.

Plan Merger

Effective as of midnight on December 31, 2014, the Plan merged (“Plan Merger”) with and into the Johnson Controls Savings and Investment 401(k) Plan (the “JCI Plan”). Eligible employees of the Company became eligible to participate in the JCI Plan effective January 1, 2015. As a result of the Plan Merger, all assets were liquidated on December 31, 2014 and net assets of approximately \$167,580,000 were transferred out of the Plan and into the JCI Plan with an effective date of December 31, 2014.

All references to the Plan and its operations in these Financial Statements relate to the period on or before December 31, 2014.

Trustee and Administration of the Plan

The Air Distribution Technologies, Inc. Retirement Committee (the “Retirement Committee”) was the administrator of the Plan through October 1, 2014. The Retirement Committee determined the appropriateness of the Plan’s investment offerings and monitored investment performance through October 1, 2014.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

The Johnson Controls, Inc. Employee Benefits Policy Committee and the Johnson Controls, Inc. Pension and Benefits Committee, collectively (the “JCI Committee”), administered the plan from October 2, 2014 through December 31, 2014. The JCI Committee determined the appropriateness of the Plan’s investment offerings and monitoring investment performance from October 2, 2014 through December 31, 2014. The JCI Committee (and previously the Retirement Committee) has full power, authority and responsibility to control and manage the operations and administration of the Plan.

Charles Schwab Bank (“Charles Schwab”) (as appointed by the Retirement Committee) is the trustee for the Plan. Charles Schwab Retirement Plan Services Company (“Schwab Retirement”) serves as the recordkeeper of the Plan.

The Northern Trust Company (“Northern Trust”), as appointed by the Retirement Committee, acts as sub-custodian of the ADTI Stable Value fund.

Eligibility

Employees are eligible to participate in the Plan immediately upon employment. Employees on special projects, contract employees, or leased employees are not eligible to participate in the Plan. Members of collective bargaining groups participate in accordance with the terms of their most recent collective bargaining agreement.

Contributions

Participants may elect to defer between 1% and 75% of their annual eligible compensation as pre-tax and Roth contributions, subject to certain Internal Revenue Code (“IRC”) limitations (\$17,500 for 2014). Participants who have attained or will attain the age of 50 by the last day of the plan year may elect to make catch-up contributions, as defined by the Plan, subject to IRC limitations (\$5,500 for 2014). Participants may increase or decrease their deferral percentages on the first day of any pay period, in accordance with administrative procedures.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

Each pay period, the Company makes a safe harbor basic contribution of 3% of compensation, as defined, for all eligible participants, regardless of whether they are contributing to the Plan. Members of collective bargaining groups are not eligible to receive the safe harbor basic contribution. The Company also makes a matching contribution equal to 100% of the first 4% of the participant's pre-tax and Roth contributions made during the year. Participants must have one year of service to receive the safe harbor basic and matching contributions. Certain union locations have negotiated matching contributions equal to 25% of the first 6% of the participant's pre-tax and Roth contributions made during the year.

A true-up match contribution process is in place that reviews each participant's employer matching contribution quarterly to ensure that they received the maximum employer matching contribution based on annual compensation and employee pre-tax and Roth contributions.

The Company may contribute a discretionary retirement contribution to all eligible participants who have met the one year service requirement and are employed on the last day of the plan year. These discretionary contributions are allocated in the ratio that a participant's annual total compensation bears to the compensation paid to all eligible participants for the plan year. No discretionary retirement contributions were made for the 2014 plan year.

Certain union locations have negotiated union retirement contributions based on their collective bargaining agreements, subject to various vesting schedules. The Company made union retirement contributions of \$622,311 for the Plan year ended December 31, 2014, which was subsequently funded in 2015 to the JCI Plan. This amount is included in employer contributions for the year ended December 31, 2014 and the transfer of net assets to other plan due to plan merger in the accompanying Statement of Changes in Net Assets Available for Benefits.

Rollover contributions transferred from other qualified retirement plans or Individual Retirement Accounts ("IRA") are accepted as permitted by the Plan Document.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

Participants' Accounts and Investment Options

Each participant's account is credited with (1) the participant's pre-tax, Roth, catch-up, and rollover contributions; (2) the Company's employer matching, safe harbor basic, and discretionary retirement contributions; and (3) an allocation of plan earnings or losses. Each participant's account is charged with withdrawals and expenses. Investment earnings or losses from investment funds are allocated to each participant's account in the proportion that the balance of each participant's account bears to the total balance of all participants in each fund. Participants may direct the investment of their account balances into various investment options offered by the Plan, and may change their investment elections at any time. The Plan offers various registered investment companies and a stable value fund as investment options for participants. The benefit to which participants are entitled is the vested portion of their accounts. If a participant does not affirmatively elect an investment allocation, the Qualified Default Investment Alternative will be selected for them.

Vesting

Participants are immediately 100% vested in their own contributions, employer matching contributions (made prior to January 1, 2012) and employer safe harbor basic contributions. Employer matching contributions (made after January 1, 2012) and employer discretionary retirement contributions vest on a six year graded schedule. Union retirement contributions, as determined by collective bargaining agreements, vest on a five or six year graded schedule. Participants are fully vested at age 65, disability (as defined) or death.

Unallocated Amounts

At December 31, 2014 and 2013, unallocated amounts held for the Plan totaled \$0 and \$788,840, respectively. These unallocated funds are comprised of forfeited non-vested accounts, monthly fees charged to participants pending payment of expenses incurred (the "fee account"), and accounts held for former employees who cannot be located. Forfeited non-vested accounts can be used to reduce future employer contributions or pay plan administrative expenses. The majority of the Plan's expenses are paid by Plan participants through the use of the fee account. During the year ended December 31, 2014, \$340,358 of forfeitures was used to reduce employer contributions, \$365,756 was used to pay plan administrative expenses, and \$337,413 was transferred to the JCI Plan upon the Plan Merger.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

Notes Receivable from Participants

Participants may borrow from their account a minimum of \$1,000 up to a maximum equal to the lesser of 50% of their vested account balance or \$50,000 reduced by the highest outstanding note balance over the past twelve months or the total of the participant's pre-tax, Roth, and rollover balances. Note terms cannot exceed four and one half years, except for principal residence notes that were grandfathered into the Plan. Notes are secured by the participant's account and bear interest at a rate of 1% above the lowest prime rate used by the trustee and are fixed for the term of the note. Principal and interest are paid ratably through payroll deductions unless the Plan member elects to accelerate payment in a lump sum payment by check. Effective January 1, 2010, the maximum number of outstanding notes are limited to one. Notes outstanding that exceed, in quantity, the number of new notes available will be repaid until they are paid in full under the original terms of the note.

Payment of Benefits

A participant's vested interest in the Plan is payable upon termination of employment or upon death. Upon termination of service, the participant may elect (1) to receive the distribution in a lump sum; (2) to receive annual, semi-annual, quarterly or monthly installments over any period designated by the participant, not to exceed the life expectancy of the participant or their beneficiary; (3) to roll over their account balance to another qualified plan or IRA; or (4) to leave the account in the Plan up to age 70½, at which time one of the above distribution options must be selected if no longer employed. If a participant dies before benefits have begun, the vested portion of the account is paid to the beneficiary in a lump sum. If the participant elects the distribution in installments, the remainder of the installments is paid to the beneficiary in a lump sum. If the participant dies before payment of the account begins, and if the beneficiary is the surviving spouse, the surviving spouse may elect to defer distribution until the participant would have reached the age of 70½. However, if the beneficiary is other than the surviving spouse, the beneficiary may defer distribution until five years following the anniversary of the participant's death.

Terminated participants, whose account value does not exceed \$1,000, will receive a lump-sum payment as soon as administratively feasible. Terminated participants may elect to withdraw any portion of their accounts at any time after they terminate, provided the minimum amount requested is at least \$5,000 or the total account balance if at that time is less than \$5,000.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

1. DESCRIPTION OF THE PLAN (CONTINUED)

An actively employed participant can begin drawing their employer matching contribution account along with their pre-tax, Roth, after-tax and rollover balances without penalty at age 59½. In-service hardship distributions are allowed if certain criteria are met. A beneficiary may elect to rollover any eligible rollover distribution if it were made by a member, surviving spouse or alternate payee.

Plan Termination

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to ERISA. See Note 1 – *Plan Merger*, for a discussion regarding the merger of the Plan’s remaining assets effective midnight December 31, 2014.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates and such differences could be material.

Investment Valuation

The Plan’s investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan’s JCI Committee (and previously the Retirement Committee) determines the valuation policies utilizing information provided by the investment advisors, trustee and sub-custodian. See Note 4, *Fair Value Measurements and Disclosures* for further discussion of the fair value measurements.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Recognition

Interest and dividend income is recorded when earned or on the ex-dividend date, respectively. Net appreciation (depreciation), including capital gain distributions, in the fair value of investments represents the realized and unrealized gains and losses on the investments. Purchases and sales are recorded on a trade-date basis.

Separately Managed Stable Value Fund

Investment contracts held directly by a plan are required to be reported at fair value. In addition, investment contracts should also report contract value which is the relevant measurement of net assets available for benefit payments for fully benefit responsive investment contracts. As required, the Statements of Net Assets Available for Benefits presents the Plan's interest in the fair value of the fully benefit-responsive investment contracts held by the Plan at December 31, 2013 with an adjustment to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. Contract value represents contributions made, plus earnings, less participant withdrawals, losses and administrative expenses. All earnings from the ADTI Stable Value Fund, prior to liquidation, are reported in interest and dividends in the accompanying Statement of Changes in Net Assets Available for Benefits. All earnings from the ADTI Stable Value Fund, associated with the realized gain on the liquidation of the ADTI Stable Value Fund, are reported in net appreciation in fair value of investments in the accompanying Statement of Changes in Net Assets Available for Benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance. Any accrued but unpaid interest was de minimus. No allowance for credit losses has been recorded as of December 31, 2014 or 2013. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Concentrations, Risks and Uncertainties

The Plan invests in various investment securities. Investment securities, in general, are subject to various risks, such as interest rate, credit and overall market volatility risk. Additionally, the value, liquidity and related income of the investment securities are sensitive to changes in the economic conditions and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates. See Note 3, *Investments* for a listing of investments at fair value, which individually are greater than 5% of net assets held by the Plan.

Payment of Benefits

Benefit payments to participants are recorded when paid. As of December 31, 2014 and 2013 there were \$0 and \$179,743 in pending distributions, respectively.

Contributions

Participant contributions and related employer contributions are recognized in the period during which the Company makes payroll deductions from the participant's compensation and/or when due to the Plan.

Administrative Expenses

The Plan may pay for investment management fees, custodial fees, investment review fees, recordkeeping fees, trustee fees, eligible legal expenses and audit expenses as provided by the Plan Document. A fee of \$50 is charged to the participant for initiation and processing of a participant loan. A flat fee of \$500 is charged to the participant for external legal expense of review and qualification of a Domestic Relations Order. The Plan allows for a flat fee to be charged to each participant's account each month to cover certain plan administrative expenses. Expenses of \$549,209 were paid by the Plan for the year ended December 31, 2014. All other expenses of the Plan incurred during 2014 were paid by the Company and are excluded from these financial statements.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

3. INVESTMENTS

The JCI Committee (and previously the Retirement Committee) adheres to the Air Distribution Technologies, Inc. Defined Contribution Retirement Plan Investment Policy (the “Investment Policy”), which is periodically reviewed and updated. All investments are managed in accordance with the applicable fund prospectus by which the investment managers have been given the authority to make individual investment decisions that are consistent with the Investment Policy. As stated in the Investment Policy, each participant is responsible for directing the investment of his/her account balance.

During 2014, the Plan’s investments, including gains and losses on investments bought and sold as well as held during the year, appreciated in value as follows:

<i>Year Ended December 31,</i>	2014
Mutual funds	\$ 1,873,775
ADTI stable value fund liquidation	1,408,486
Net appreciation in fair value of investments	\$ 3,282,261

The fair value of individual investments held that represent 5% or more of the Plan’s net assets as of December 31, 2014 and 2013 are as follows:

	2014	2013
PIMCO Total Return Institutional	\$ -	\$19,952,068
Vanguard Institutional Index	-	19,934,343
Dodge & Cox Balanced	-	15,389,763
Pyramid Intermediate Fixed Income Fund*	-	14,625,647
Prudential Core Conservative Intermediate Bond Fund*	-	14,143,150
Vanguard Mid Cap Index Institutional	-	12,041,036
Pyramid Short Managed Maturing Fund*	-	11,038,642
American Funds Fundamental Investors R6	-	8,910,002

* Held within the ADTI Stable Value Fund. No other individual investment within the separately managed fund exceeded 5%.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

3. INVESTMENTS (CONTINUED)

Separately Managed Stable Value Fund

The ADTI Stable Value Fund was a separately managed account for the benefit of members of the Plan. All assets of the ADTI Stable Value Fund were held in the name of the Plan for the exclusive use of Plan members. As permitted by the Plan's investment policy and investment management agreement, the ADTI Stable Value Fund may invest in wrap contracts issued by insurance companies selected by the investment manager. Wrap contracts guarantee the book value of the underlying portfolio of corporate bonds, government backed fixed income securities, asset backed securities, and mortgage backed securities against depreciation due to interest rate fluctuation. Wrap contracts enables the Plan to execute participant directed transactions without regard to volatility from appreciation or depreciation in the day-to-day value of the underlying assets.

The effective yields on these contracts represent the crediting rate, less the "wrapper" fee paid to the insurance carrier. Wraps do not expire as assets are sold or mature; instead, the wrap remains intact and the maturity of the contract is open-ended. The underlying investments are valued at quoted redemption values on the last business day of the Plan's year-end. The fair value of the stable value fund equals the total of the fair value of the underlying assets plus the total wrap rebid value. Net assets are adjusted to contract value, which represents the contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

Effective December 2, 2014, and in anticipation of the merger with the JCI Plan, the underlying investments of the ADTI Stable Value fund were liquidated and held in a short term cash fund pending the merger to the JCI Plan. The Plan realized a gain of approximately \$1,400,000 associated with difference in the fair value and contract value of the underlying assets.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

3. INVESTMENTS (CONTINUED)

The following summarizes the stable value fund's investment contracts at December 31, 2013.

Contract Issuer	Major Credit Ratings	Fair Value of Underlying Assets	Adjustment from Fair Value to Contract Value	Contract Value
Synthetic GICs, including wrappers:				
Prudential Insurance Co. of America	AA-/A1/A+	\$ 24,415,593	\$ (736,105)	\$ 23,679,488
Monumental Life Insurance Co. (including wrapper contracts)	AA-/A1/AA-	16,144,025	(383,439)	15,760,586
Monumental Life Insurance Co. (including wrapper contracts)	AA-/A1/AA-	4,358,166	(45,223)	4,312,943
Short-term investment fund -				
Northern Trust STIF	A-1/P-1/F1	1,833,986	-	1,833,986
Total		\$ 46,751,770	\$ (1,164,767)	\$ 45,587,003

The weighted average yield based on the interest rate credited to the fund based on the interest rate credited to participants was 2.07% and 2.20% for the years ended December 31, 2014 and 2013, respectively. The weighted average yield of the fund based on the actual earnings of underlying assets in the fund was 2.09% and 1.75% for the years ended December 31, 2014 and 2013, respectively. There were no valuation reserves recorded to adjust contract amounts during the plan years. Crediting rate resets were applied to specific investment contracts, as determined at the time of purchase and are generally reset quarterly. Crediting rates cannot be less than 0%. The reset values for security-backed investment rates were a function of contract value, market value, yield, and duration. General account investment rates were based on a pre-determined index rate of return plus a fixed-basis point spread.

Synthetic Guaranteed Investment Contracts ("GICs"), backed by underlying assets, provide for a guaranteed return on principal and accrue interest over a specified period of time (i.e., period of time before the crediting rate reset) through benefit-responsive wrapper contracts issued by a third party, assuming that the underlying assets meet the requirements of the GIC. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

Air Distribution Technologies, Inc.

Retirement Plan

Notes to Financial Statements

3. INVESTMENTS (CONTINUED)

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value for plan permitted transactions. Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include, but are not limited to, the following: (i) amendments to the plan documents (including complete or partial plan termination or merger with another plan); (ii) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the plan sponsor or other plan sponsor events (e.g. divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan; or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. There were no restrictions on employee directed trades applied in 2014 and 2013. A fair value adjustment was applied as noted upon the liquidation of the fund's underlying investments due to the Plan Merger.

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels. Level 1 inputs are the highest priority and consist of unadjusted quoted prices in active markets the Plan has the ability to access for identical assets and liabilities. Level 2 inputs are inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly (quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations whose inputs are observable or whose significant value drivers are observable). Level 3 inputs are the lowest priority and are unobservable and significant to the fair value measurement of an asset or liability.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2014 and 2013.

Cash and cash equivalents: Cash and cash equivalents represent funds on deposit in a Charles Schwab Trust account. The fair value is determined by obtaining the deposit balance from Charles Schwab. Cash and cash equivalents are classified as Level 1 in the fair value hierarchy.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

Registered investment companies (mutual funds): Prices of these funds are based on net asset value ("NAV") calculated by the funds and are publicly reported on national exchanges. Although the prices are listed on national exchanges, exiting the investment is generally only accomplished through redemption with the fund itself. Thus, redemption with the fund is the principal market in which the Plan could exit the investments. The funds redeem shares at the NAV with few restrictions and redemption with the funds is within an active market. The Plan measures fair value of these investments using the daily NAV provided by the fund managers to Charles Schwab. These investments are classified as Level 1 in the fair value hierarchy.

Separately managed stable value fund: The ADTI Stable Value Fund, managed by GSAM Stable Value LLC (and previously managed by Deutsche Bank through March 11, 2014), consists of several different types of investments held in a separately managed account. The types of investments held within the account are short-term investments, synthetic GICs and the underlying portfolio of fixed income investments supporting the synthetic GICs.

Short-term investment fund: Consist of 100% U.S. Treasury money market funds managed by Northern Trust and are valued at the NAV which is calculated at a unit price which attempts to maintain a \$1 unit price. The unit price is based on the fair value of the underlying investments, which in general are traded on an active market with observable inputs. Northern Trust determines the unit value. This investment is classified as Level 1 in the fair value hierarchy.

Synthetic GICs: A synthetic GIC is an investment contract issued by an insurance company or bank, and is constructed by combining a stable value insurance wrapper and a fixed income portfolio owned by the Plan. These assets underlying the wrapper contracts are maintained separate from the contract issuer's general assets, usually by a third party custodian. The wrapper contracts are obligated to provide an interest rate not less than zero. These contracts typically provide that realized and unrealized gains and losses on the underlying assets are not reflected immediately in the assets of the Plan, but rather are amortized, usually over the time to maturity or the duration of the underlying investments, through adjustments to the future interest crediting rate. The issuer guarantees that all qualified participant withdrawals will occur at contract value. At December 31, 2013, the synthetic GIC was comprised of intermediate fixed income funds and a short-term managed fixed income fund.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

The intermediate fixed income funds and short-term managed fixed income fund are valued at NAV, which is determined by the fund manager based on the fair value of the underlying investments. These funds generally stand ready to redeem at NAV on a daily basis. There are no unfunded commitments by the Company related to these funds and there are no significant restrictions on the ability to sell these investments. The fair value of synthetic GICs is determined using the market price of the underlying securities, as noted above, and the value of the investment contract (“wrapper”). Synthetic GICs are classified as Level 2 in the fair value hierarchy.

Wrapper contracts: There is no market in which the Plan could exit the wrapper contracts associated with the Synthetic GICs. Additionally, reliable quotes are not available from issuers. Therefore, Deutsche Bank estimates the fair value of the wrapper contracts using a pricing matrix that incorporates unobservable inputs such as internal estimates of the average pricing used by issuers at December 31, 2013 (based on a replacement cost methodology). The wrapper contracts are classified as Level 3 in the fair value hierarchy. In determining the reasonableness of the methodology, the JCI Committee (and previously the Retirement Committee) evaluates a variety of factors including review of existing contracts, economic conditions, industry and market developments, and overall credit ratings.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013:

<i>As of December 31, 2013</i>	Level 1	Level 2	Level 3	Total
Investments:				
Cash and cash equivalents	\$ 17,269	\$ -	\$ -	\$ 17,269
Registered investment companies:				
Fixed income funds	21,189,984	-	-	21,189,984
Balanced funds	17,311,028	-	-	17,311,028
U.S. equity funds	68,395,921	-	-	68,395,921
Global equity funds	15,420,239	-	-	15,420,239
International equity funds	544,194	-	-	544,194
Stable value fund:				
Short-term investment fund	1,833,986	-	-	1,833,986
Synthetic GICs –				
Intermediate fixed income funds	-	33,862,718	-	33,862,718
Short-term managed fixed income funds	-	11,038,642	-	11,038,642
Wrapper contracts	-	-	16,424	16,424
Total investments held, at fair value	\$ 124,712,621	\$ 44,901,360	\$ 16,424	\$ 169,630,405

The following table sets forth a summary of changes in the fair value of the Plans Level 3 investments for the year ended December 31, 2014:

	Stable Value Fund Wrapper Contracts
Beginning balance January 1, 2014	\$ 16,424
Interest earned	-
Realized losses	-
Unrealized losses, relating to investments still held as of the reporting date	-
Transfers	-
Sales	(16,424)
Ending balance December 31, 2014	\$ -

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

The availability of observable market data is monitored to assess the appropriate classification of financial statements within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the years ended December 31, 2014 and 2013, there were no transfers in or out of levels 1, 2, or 3.

Fair Value of Investments that Calculate Net Asset Value

The following table summarizes the investments measured at fair value based on NAV per share held in the Plan as of December 31, 2013:

Instrument	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Intermediate fixed income funds	\$ 33,862,718	None	Daily	1 day
Short- term managed fixed income funds	\$ 11,038,642	None	Daily	1 day

The following is a description of the investment strategies and objectives for the fixed income funds at December 31, 2013:

Intermediate fixed income funds (Prudential Core Conservative Intermediate Bond Fund): To outperform the Barclays Capital U.S. Intermediate Aggregate Bond Index by 25 basis points over a full market cycle.

Intermediate fixed income funds (Pyramid Intermediate Fixed Income Fund): To modestly outperform the total return of the benchmark Barclays U.S. Intermediate Aggregate Bond Index over rolling three-year periods by investing in a broadly diversified universe of fixed income securities and overweighting allocations to the higher yielding corporate bonds or securities.

Short- term managed fixed income funds (Pyramid Short Managed Maturing Fund): To provide monthly principal and interest payments to the Participating Trusts and modestly outperform the total return of the benchmark Barclays 1-3 Year Government/Credit Index over rolling three-year periods by investing in a diversified portfolio of fixed income securities.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

4. FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's Level 3 financial instruments, the valuations techniques used to measure the fair value of those financial instruments at December 31, 2013, and the significant unobservable inputs and the range of values for those inputs:

As of December 31, 2013

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of significant input values
Monumental Life Insurance Co wrapper contracts	\$ 16,424	Replacement Cost	Year-end annual wrap fee	0.220%
			Indicative annual wrap fee	0.250%

5. INCOME TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated July 8, 2010 that the Plan was designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the Plan Administrator and Company management believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date, therefore no provision for income taxes has been included in the Plan's financial statements.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

6. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain investments are shares of a Schwab U.S. Treasury Money Fund. Charles Schwab is the trustee of the Plan. Certain Plan investments are units of a short-term investment fund managed by Northern Trust. Northern Trust is the sub-custodian of the ADTI Stable Value Fund. The Plan also pays certain expenses for audit, recordkeeping, custodial and investment management services from plan assets. The Plan also issues loans to participants, which are secured by the vested balances of the participant's accounts. These transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to Form 5500:

<i>December 31,</i>	2014	2013
Net assets available for benefits per the accompanying financial statements	\$ -	\$ 172,445,098
Amounts allocated to withdrawing participants	-	(179,743)
Adjustment from contract value to fair value for fully benefit-responsive investment contracts (Note 2)	-	1,164,767
Net assets available for benefits per Form 5500 (unaudited)	\$ -	\$ 173,430,122

The following is a reconciliation of the Plan's net increase in net assets per the accompanying financial statements for the year ended December 31, 2014 to Form 5500:

Total decrease in net assets available per the financial statements, prior to plan merger	\$ (4,862,781)
Less: 2013 Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,164,767)
Plus: Amounts allocated to withdrawing participants as of December 31, 2013	179,743
Plan's increase in net assets available per the Form 5500 (unaudited)	\$ (5,847,805)

Benefits are recorded when paid for in the accompanying financial statements as required by current authoritative guidance. The above reconciliation includes participant benefit payments that were authorized and approved for payment prior to year end but not paid as of year-end. These amounts are recorded as liabilities for Form 5500 purposes.

Air Distribution Technologies, Inc. Retirement Plan

Notes to Financial Statements

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

Participant loans are reported as notes receivable from participants in the accompanying financial statements as required by current authoritative guidance; however, for Form 5500 purposes and reporting on the supplemental Schedule of Assets (Held at End of Year) they are shown as investments.

8. SUBSEQUENT EVENTS

The Plan Administrator has evaluated subsequent events through August 25, 2015, which is the date the financial statements were available to be issued. No events or transactions discovered during this evaluation require recognition or disclosure in the financial statements.

AIR DISTRIBUTION TECHNOLOGIES, INC. RETIREMENT PLAN

Attachment to Form 5500, Schedule C-Part I Line 3

December 31, 2014

EIN: 99-0382064 Plan #: 001

Received by Charles Schwab & Co., Inc. (EIN#94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	06-1349805	Rate of 0.02% of average daily balance of asset(s)
American Beacon	75-2401150	Rate of 0.05% of average daily balance of asset(s)
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.40% of average daily balance of asset(s)
Dodge & Cox	94-1441976	Rate of 0.10% of average daily balance of asset(s)
Harbor	04-2679462	Rate of 0.10% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.15% of average daily balance of asset(s)