

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2014 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>SMITHS INDUSTRIES, INC. INCENTIVE SAVINGS 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>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>03/01/1986</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>03/01/1986</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>03/01/1986</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>SMITHS GROUP SERVICES CORPORATION</u> <u>268 MINGO ROAD</u> <u>ROYERSFORD, PA 19468</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>22-3015350</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>610-933-4618</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>335900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>22-3015350</u>	2c Plan Sponsor's telephone number <u>610-933-4618</u>	2d Business code (see instructions) <u>335900</u>	
2b Employer Identification Number (EIN) <u>22-3015350</u>					
2c Plan Sponsor's telephone number <u>610-933-4618</u>					
2d Business code (see instructions) <u>335900</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2015	MIKE LANNUTTI
	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
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 10596
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) 7423
a(2) Total number of active participants at the end of the plan year	6a(2) 7388
b Retired or separated participants receiving benefits	6b 63
c Other retired or separated participants entitled to future benefits.....	6c 2874
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 10325
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 24
f Total. Add lines 6d and 6e	6f 10349
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 9195
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 236
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 2R 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) ☐ 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 _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014	
A Name of plan SMITHS INDUSTRIES, INC. INCENTIVE SAVINGS PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 SMITHS GROUP SERVICES CORPORATION	D Employer Identification Number (EIN) 22-3015350

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

KREISCHER MILLER

23-1980475

(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	ACCOUNTANT/AUDITOR	45000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KREISCHER MILLER

23-1980475

(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	ACCOUNTANT/AUDITOR	44750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN LEWIS & BOCKIOUS LLP

23-0891050

(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?
29	ATTORNEY/LEGAL	32660	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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 64 65 71	RECORDKEEPER	18264	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON

23-1159360

(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?
17 27 28	INVESTMENT ADVISOR	15163	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN, LEWIT AND BO

23-0891050

(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?
29	ATTORNEY/LEGAL	15084	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)

TOWERS PERRIN

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28	INVESTMENT ADVISOR	12500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 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 SMITHS INDUSTRIES, INC. INCENTIVE SAVINGS PLAN	B Three-digit plan number (PN) ▶ 002	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 SMITHS GROUP SERVICES CORPORATION	D Employer Identification Number (EIN) 22-3015350	

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: SGSC INCENTIVE SAVINGS PLAN MT		
b Name of sponsor of entity listed in (a): SMITHS GROUP SERVICES CORPORATION		
c EIN-PN 22-3015350-010	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 842714593

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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>SMITHS INDUSTRIES, INC. INCENTIVE SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SMITHS GROUP SERVICES CORPORATION</u>		D Employer Identification Number (EIN) <u>22-3015350</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	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)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	14291244	14007936
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	818486073	842714593
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	832777317	856722529

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	832777317	856722529
---	-----------	-----------	-----------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	25807252	
(B) Participants	2a(1)(B)	31146583	
(C) Others (including rollovers)	2a(1)(C)	3098028	
(2) Noncash contributions	2a(2)	0	60051863
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	575520	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		575520
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		56559080
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		117186463

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	92880964	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		92880964
f Corrective distributions (see instructions)	2f		116724
g Certain deemed distributions of participant loans (see instructions)	2g		95100
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	148463	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		148463
j Total expenses. Add all expense amounts in column (b) and enter total	2j		93241251

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		23945212
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: KREISCHER MILLER

(2) EIN: 23-1980475

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		500000
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)

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>SMITHS INDUSTRIES, INC. INCENTIVE SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SMITHS GROUP SERVICES CORPORATION</u>	D Employer Identification Number (EIN) <u>22-3015350</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
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>04-6568107</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): _____

SMITHS GROUP INCENTIVE SAVINGS PLAN

Financial Statements

December 31, 2014 and 2013

Kreischer
Miller

PEOPLE | IDEAS | SOLUTIONS

SMITHS GROUP INCENTIVE SAVINGS PLAN

December 31, 2014 and 2013

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Independent Auditors' Report

The Smiths Group Americas Pension Committee
Smiths Group Incentive Savings Plan
Royersford, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Smiths Group Incentive Savings Plan (the 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 3 and 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2014 and 2013 and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2014 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

A handwritten signature in black ink, reading "Kreischer Miller". The signature is written in a cursive, flowing style.

Horsham, Pennsylvania
October 6, 2015

SMITHS GROUP INCENTIVE SAVINGS PLAN

Statements of Net Assets Available for Benefits December 31, 2014 and 2013

	2014	2013
Assets:		
Investments, at fair value:		
Investment in Smiths Group Services Corporation Incentive Savings Plan Master Trust	\$ 842,714,593	\$ 818,486,073
Receivables:		
Participant contributions receivable	720,993	887,178
Employer contributions receivable	582,038	796,198
Notes receivable from participants	14,007,936	14,291,244
	858,025,560	834,460,693
Liabilities:		
Corrective distributions payable	(307,938)	(116,724)
Net assets available for benefits at fair value	857,717,622	834,343,969
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(513,139)	(546,553)
Net assets available for benefits	\$ 857,204,483	\$ 833,797,416

See accompanying notes to financial statements.

SMITHS GROUP INCENTIVE SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2014

Additions:

Additions to net assets attributed to:

Investment gain:

Plan's interest in income of the Smiths Group

Services Corporation Incentive Savings

Plan Master Trust

\$ 56,592,494

Interest income on notes receivables from participants

575,520

Contributions:

Participant

30,672,460

Rollover

3,098,028

Employer

25,593,092

Total additions

116,531,594

Deductions:

Deductions from net assets attributed to:

Benefits paid to participants

92,976,064

Administrative expenses

148,463

Total deductions

93,124,527

Net increase

23,407,067

Net assets available for benefits:

Beginning of year

833,797,416

End of year

\$ 857,204,483

See accompanying notes to financial statements.

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements
December 31, 2014 and 2013

(1) Description of Plan

The following description of the Smiths Group Incentive Savings Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established by Smiths Group (the Company) to provide eligible non-union employees with retirement, disability, death and income tax benefits through voluntary deferred compensation. Employees of the Company and certain subsidiaries who are not covered by a collective bargaining agreement are eligible to participate in the Plan.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan participates in the Smiths Group Services Corporation Incentive Savings Plan Master Trust (Master Trust).

The Smiths Group Americas Pensions Committee (APC) is responsible for oversight of the Plan, determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Contributions

The Plan allows a participant to elect to make a pre-tax contribution of up to 40% of compensation which includes base pay plus overtime, premium pay, bonuses and commissions and excludes any other benefits provided by the Company on the employee's behalf, as defined. Participants may also make after-tax contributions of up to 10% of compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company will make matching contributions to each participant's account as specified by the Plan. Certain subsidiaries also provide for additional profit sharing contributions to be paid by the Company. Contributions are subject to certain limitations.

Effective May 1, 2009, the Company shall make additional employer retirement contributions (ERC) to eligible employees participating or who would have participated in the Smiths Group Pension Plan as of April 30, 2009. For participants active in the Smiths Group Pension Plan as of April 30, 2009, the Company will also make transition retirement contributions (TRC) based on the applicable percentage as specified by the Plan.

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements
December 31, 2014 and 2013

(1) Description of Plan, Continued

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contributions and plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's matching and profit sharing portion of their accounts is based on years of continuous service. A participant whose separation from service occurred prior to January 1, 2008 is 20% vested after each year of service and is 100% vested after five years of service. A participant who is initially hired by the employer on or after January 1, 2008 is 100% vested after 3 years of service. A participant who is employed by the employer on or after January 1, 2008, but was initially hired prior to January 1, 2008 is 20% vested after 1 year of service but less than 2 years of service, 40% vested after 2 years of service but less than 3 years of service, and 100% vested after 3 years of service. The Company's contributions become fully vested upon death, attainment of age 65 or total and permanent disability.

Vesting in ERC and TRC amounts contributed is based on a three year cliff vesting schedule, whereby participants do not become vested until completion of three years of service.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The interest rate on a loan is the prime rate plus 1% at the quarter in which the loan was taken. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 10%. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account or annual installments in accordance with plan provisions. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(1) Description of Plan, Continued

Payment of Benefits, Continued

Participants who are over age 59½ or who are experiencing financial hardship, as defined by the Internal Revenue Service (IRS), may elect to withdraw vested benefits. Benefits are paid to plan participants at the required distribution age of 70½ and are paid to a designated beneficiary in the event of the participant's death. Payment of vested amounts that exceed \$5,000 shall not be made until the earlier of 60 days following the close of the plan year in which the participant attains age 70½ or the date elected by the participant.

Forfeited Accounts

Company contributions which do not vest prior to participant withdrawals are forfeited to the Plan and may be used to reduce employer matching and profit sharing contributions or to pay certain administrative expenses. At December 31, 2014 and 2013, forfeited nonvested accounts totaled \$2,980,122 and \$800,789, respectively. During 2014, employer contributions and administrative expenses of the Plan were reduced by \$904,904 and \$176,216, respectively.

(2) Summary of Significant Accounting Policies

Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America 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.

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements
December 31, 2014 and 2013

(2) Summary of Significant Accounting Policies, Continued

Investment Valuation and Income Recognition

The Plan retains an interest in the Master Trust which holds investments in various funds as discussed in Note 5. The Master Trust investment valuation and income recognition policies and, therefore, the Plan's policies, are as follows:

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 APC determines the Plan's valuation policies utilizing information provided by the investment adviser and trustee. See Notes 4 and 5 for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 and 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.

Payment of Benefits

Benefits are recorded when paid.

Expenses

All plan expenses are paid from plan assets. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 6, 2015, the date the financial statements were available to be issued.

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(3) Investments

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company (Fidelity) as complete and accurate, except for comparing such information certified by Fidelity to information included in the Plan's financial statements. Fidelity has certified the fair value of investments in the Master Trust and notes receivable from participants at December 31, 2014 and 2013 and the Plan's interest in income of the Master Trust and interest in notes receivable from participants for the year ended December 31, 2014, as complete and accurate.

The Plan investments are as follows at December 31:

	2014	2013
Investment in Master Trust, at fair value	\$ 842,714,593 *	\$ 818,486,073 *
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(513,139)	(546,553)
Investments, at contract value	\$ 842,201,454	\$ 817,939,520

*Represents 5% or more of the Plan's net assets at year end.

The Plan's share of investment gain of the Master Trust for the year ended December 31, 2014 was \$56,592,494.

(4) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codifications* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements
December 31, 2014 and 2013

(4) Fair Value Measurements, Continued

Level 2: Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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.

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.

Plan's interest in the Master Trust: See Note 5.

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.

(5) Interest in the Master Trust

The Plan's investments are held in the Master Trust which was established for the investment of assets of the Plan and one other Smiths Group sponsored retirement plan. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by Fidelity.

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(5) Interest in the Master Trust, Continued

The value of the Plan's interest in the Master Trust is based on the beginning of the year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. At December 31, 2014 and 2013, the Plan's interest in the net assets of the Master Trust was approximately 99%. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested in each plan.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity as complete and accurate, except for comparing such information certified by Fidelity to information included in the Plan's financial statements.

Fidelity has certified to the accuracy and completeness of the investment in the net assets of the Master Trust at December 31, 2014 and 2013 and the investment gain for the year ended December 31, 2014.

The following table presents the investments of the Master Trust at December 31:

	2014	2013
Money market fund	\$ 43,188,652	\$ 47,434,354
Participant directed brokerage accounts	14,797,192	14,876,245
Registered investment companies	540,954,367	503,976,558
Common collective trusts	252,624,144	261,430,097
Total Master Trust investments, at fair value	851,564,355	827,717,254
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(527,157)	(555,604)
Total Master Trust investments	\$ 851,037,198	\$ 827,161,650
Plan's interest in the Master Trust	\$ 842,201,454	\$ 817,939,520

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(5) Interest in the Master Trust, Continued

Investment income of the Master Trust was as follows for the year ended December 31, 2014:

Net appreciation in the fair value of investments:	
Participant directed brokerage accounts	\$ 364,713
Registered investment companies:	
Income funds	1,590,097
Growth and income funds	12,641,446
Growth funds	9,108,435
International funds	(4,906,455)
Common collective trusts:	
Asset allocation funds	12,622,532
Net appreciation in the fair value of investments	<u>31,420,768</u>
Interest and dividends	25,609,785
	<u>\$ 57,030,553</u>

Following is a description of the valuation methodologies used for assets measured at fair value held by the Master Trust.

Registered investment companies and money market fund: Valued at the daily closing price as reported by the fund. Registered investment companies held by the Plan are open end investments that are registered with the Securities and Exchange Commission. These investments are required to publish their daily net asset value (NAV) and to transact at that price. The investments held by the Plan are deemed to be actively traded.

Common collective trust: Valued at the NAV of units of a trust company collective trust. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Participant directed brokerage accounts: Consist primarily of common stock valued at the closing price reported in the active market in which the stock is traded.

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(5) Interest in the Master Trust, Continued

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2014 and 2013:

Description	Assets at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Money market	\$ 43,188,652	\$ -	\$ -	\$ 43,188,652
Participant directed brokerage accounts	14,797,192	-	-	14,797,192
Registered investment companies:				
Income funds	80,094,540	-	-	80,094,540
Growth and income funds	198,646,482	-	-	198,646,482
Growth funds	208,792,249	-	-	208,792,249
International funds	47,220,144	-	-	47,220,144
Other	6,200,952	-	-	6,200,952
Common collective trusts:				
Asset allocation funds	-	207,999,171	-	207,999,171
Income funds	-	44,624,973	-	44,624,973
Total assets at fair value	\$ 598,940,211	\$ 252,624,144	\$ -	\$ 851,564,355

Description	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Money market	\$ 47,434,354	\$ -	\$ -	\$ 47,434,354
Participant directed brokerage accounts	14,876,245	-	-	14,876,245
Registered investment companies:				
Income funds	57,682,982	-	-	57,682,982
Growth and income funds	196,529,963	-	-	196,529,963
Growth funds	196,098,474	-	-	196,098,474
International funds	53,665,139	-	-	53,665,139
Common collective trusts:				
Asset allocation funds	-	214,180,948	-	214,180,948
Income funds	-	47,249,149	-	47,249,149
Total assets at fair value	\$ 566,287,157	\$ 261,430,097	\$ -	\$ 827,717,254

There were no significant transfers among investment levels during the years ended December 31, 2014 and 2013.

(6) Termination of Plan

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their account balances.

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(7) Tax Status

The IRS has determined and informed the Company by a letter dated April 2, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability 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.

(8) Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amount reported in the statement of net assets available for benefits.

(9) Related Party Transactions and Party-In-Interest

Certain Plan and Master Trust investments are shares of registered investment companies and a money market fund managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules of ERISA. Fees paid by the Plan for the investment management services amounted to approximately \$140,157 for the year ended December 31, 2014.

(10) Excess Participant Contributions Payable

The Plan failed the discrimination tests for the years ended December 31, 2014 and 2013. Excess contributions amounting to \$307,938 and \$116,724 for 2014 and 2013, respectively, are recorded as liabilities in the accompanying statements of net assets available for benefits and as reductions of participant directed contributions for the applicable plan year. The Plan expects to reimburse the 2014 excess contributions to its participants during 2015 and reimbursed the 2013 excess contributions during 2014.

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(11) Reconciliation of Financial Statements to the Form 5500

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

	2014	2013
Net assets available for benefits per the financial statements	\$ 857,204,483	\$ 833,797,416
Participant contributions receivable	(720,993)	(887,178)
Employer contributions receivable	(582,038)	(796,198)
Corrective distributions payable	307,938	116,724
Adjustment from contract value to fair value for fully benefit- responsive investment contracts	513,139	546,553
Net assets available for benefits per the Form 5500	<u>\$ 856,722,529</u>	<u>\$ 832,777,317</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to net income per Form 5500 for the year ended December 31, 2014:

Net increase in net assets available for benefits per the financial statements	\$ 23,407,067
Current year participant contributions receivable	(720,993)
Current year employer contributions receivable	(582,038)
Current year corrective distributions payable	307,938
Prior year participant contributions receivable	887,178
Prior year employer contributions receivable	796,198
Prior year corrective distributions payable	(116,724)
Change in the adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(33,414)</u>
Net income per the Form 5500	<u>\$ 23,945,212</u>

SUPPLEMENTAL SCHEDULE

SMITHS GROUP INCENTIVE SAVINGS PLAN

EIN: 22-3015350

Plan No: 002

Supplemental Schedule

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

December 31, 2014

(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
Participant loans	Interest rates ranging from 4.25% to 10.00%	\$ 14,007,936

SMITHS GROUP INCENTIVE SAVINGS PLAN

Financial Statements

December 31, 2014 and 2013

**Kreischer
Miller**

PEOPLE | IDEAS | SOLUTIONS

SMITHS GROUP INCENTIVE SAVINGS PLAN

December 31, 2014 and 2013

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Independent Auditors' Report

The Smiths Group Americas Pension Committee
Smiths Group Incentive Savings Plan
Royersford, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Smiths Group Incentive Savings Plan (the 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Notes 3 and 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2014 and 2013 and for the year ended December 31, 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2014 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

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

A handwritten signature in cursive script that reads "Kreischer Miller".

Horsham, Pennsylvania
October 6, 2015

SMITHS GROUP INCENTIVE SAVINGS PLAN

Statements of Net Assets Available for Benefits December 31, 2014 and 2013

	2014	2013
Assets:		
Investments, at fair value:		
Investment in Smiths Group Services Corporation Incentive Savings Plan Master Trust	\$ 842,714,593	\$ 818,486,073
Receivables:		
Participant contributions receivable	720,993	887,178
Employer contributions receivable	582,038	796,198
Notes receivable from participants	14,007,936	14,291,244
	858,025,560	834,460,693
Liabilities:		
Corrective distributions payable	(307,938)	(116,724)
Net assets available for benefits at fair value	857,717,622	834,343,969
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(513,139)	(546,553)
Net assets available for benefits	\$ 857,204,483	\$ 833,797,416

See accompanying notes to financial statements.

SMITHS GROUP INCENTIVE SAVINGS PLAN

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2014

Additions:

Additions to net assets attributed to:

Investment gain:

Plan's interest in income of the Smiths Group

Services Corporation Incentive Savings

Plan Master Trust

\$ 56,592,494

Interest income on notes receivables from participants

575,520

Contributions:

Participant

30,672,460

Rollover

3,098,028

Employer

25,593,092

Total additions

116,531,594

Deductions:

Deductions from net assets attributed to:

Benefits paid to participants

92,976,064

Administrative expenses

148,463

Total deductions

93,124,527

Net increase

23,407,067

Net assets available for benefits:

Beginning of year

833,797,416

End of year

\$ 857,204,483

See accompanying notes to financial statements.

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements
December 31, 2014 and 2013

(1) Description of Plan

The following description of the Smiths Group Incentive Savings Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established by Smiths Group (the Company) to provide eligible non-union employees with retirement, disability, death and income tax benefits through voluntary deferred compensation. Employees of the Company and certain subsidiaries who are not covered by a collective bargaining agreement are eligible to participate in the Plan.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan participates in the Smiths Group Services Corporation Incentive Savings Plan Master Trust (Master Trust).

The Smiths Group Americas Pensions Committee (APC) is responsible for oversight of the Plan, determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Contributions

The Plan allows a participant to elect to make a pre-tax contribution of up to 40% of compensation which includes base pay plus overtime, premium pay, bonuses and commissions and excludes any other benefits provided by the Company on the employee's behalf, as defined. Participants may also make after-tax contributions of up to 10% of compensation. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company will make matching contributions to each participant's account as specified by the Plan. Certain subsidiaries also provide for additional profit sharing contributions to be paid by the Company. Contributions are subject to certain limitations.

Effective May 1, 2009, the Company shall make additional employer retirement contributions (ERC) to eligible employees participating or who would have participated in the Smiths Group Pension Plan as of April 30, 2009. For participants active in the Smiths Group Pension Plan as of April 30, 2009, the Company will also make transition retirement contributions (TRC) based on the applicable percentage as specified by the Plan.

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements
December 31, 2014 and 2013

(1) Description of Plan, Continued

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the Company's contributions and plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's matching and profit sharing portion of their accounts is based on years of continuous service. A participant whose separation from service occurred prior to January 1, 2008 is 20% vested after each year of service and is 100% vested after five years of service. A participant who is initially hired by the employer on or after January 1, 2008 is 100% vested after 3 years of service. A participant who is employed by the employer on or after January 1, 2008, but was initially hired prior to January 1, 2008 is 20% vested after 1 year of service but less than 2 years of service, 40% vested after 2 years of service but less than 3 years of service, and 100% vested after 3 years of service. The Company's contributions become fully vested upon death, attainment of age 65 or total and permanent disability.

Vesting in ERC and TRC amounts contributed is based on a three year cliff vesting schedule, whereby participants do not become vested until completion of three years of service.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The interest rate on a loan is the prime rate plus 1% at the quarter in which the loan was taken. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 10%. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account or annual installments in accordance with plan provisions. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(1) Description of Plan, Continued

Payment of Benefits, Continued

Participants who are over age 59½ or who are experiencing financial hardship, as defined by the Internal Revenue Service (IRS), may elect to withdraw vested benefits. Benefits are paid to plan participants at the required distribution age of 70½ and are paid to a designated beneficiary in the event of the participant's death. Payment of vested amounts that exceed \$5,000 shall not be made until the earlier of 60 days following the close of the plan year in which the participant attains age 70½ or the date elected by the participant.

Forfeited Accounts

Company contributions which do not vest prior to participant withdrawals are forfeited to the Plan and may be used to reduce employer matching and profit sharing contributions or to pay certain administrative expenses. At December 31, 2014 and 2013, forfeited nonvested accounts totaled \$2,980,122 and \$800,789, respectively. During 2014, employer contributions and administrative expenses of the Plan were reduced by \$904,904 and \$176,216, respectively.

(2) Summary of Significant Accounting Policies

Basis of Accounting

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

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America 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.

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements
December 31, 2014 and 2013

(2) Summary of Significant Accounting Policies, Continued

Investment Valuation and Income Recognition

The Plan retains an interest in the Master Trust which holds investments in various funds as discussed in Note 5. The Master Trust investment valuation and income recognition policies and, therefore, the Plan's policies, are as follows:

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 APC determines the Plan's valuation policies utilizing information provided by the investment adviser and trustee. See Notes 4 and 5 for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2014 and 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.

Payment of Benefits

Benefits are recorded when paid.

Expenses

All plan expenses are paid from plan assets. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 6, 2015, the date the financial statements were available to be issued.

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(3) Investments

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity Management Trust Company (Fidelity) as complete and accurate, except for comparing such information certified by Fidelity to information included in the Plan's financial statements. Fidelity has certified the fair value of investments in the Master Trust and notes receivable from participants at December 31, 2014 and 2013 and the Plan's interest in income of the Master Trust and interest in notes receivable from participants for the year ended December 31, 2014, as complete and accurate.

The Plan investments are as follows at December 31:

	2014	2013
Investment in Master Trust, at fair value	\$ 842,714,593 *	\$ 818,486,073 *
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(513,139)	(546,553)
Investments, at contract value	\$ 842,201,454	\$ 817,939,520

*Represents 5% or more of the Plan's net assets at year end.

The Plan's share of investment gain of the Master Trust for the year ended December 31, 2014 was \$56,592,494.

(4) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codifications* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements
December 31, 2014 and 2013

(4) Fair Value Measurements, Continued

Level 2: Inputs to the valuation methodology include

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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.

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.

Plan's interest in the Master Trust: See Note 5.

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.

(5) Interest in the Master Trust

The Plan's investments are held in the Master Trust which was established for the investment of assets of the Plan and one other Smiths Group sponsored retirement plan. Each participating retirement plan has an undivided interest in the Master Trust. The assets of the Master Trust are held by Fidelity.

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(5) Interest in the Master Trust, Continued

The value of the Plan's interest in the Master Trust is based on the beginning of the year value of the Plan's interest in the trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. At December 31, 2014 and 2013, the Plan's interest in the net assets of the Master Trust was approximately 99%. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested in each plan.

The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified by Fidelity as complete and accurate, except for comparing such information certified by Fidelity to information included in the Plan's financial statements.

Fidelity has certified to the accuracy and completeness of the investment in the net assets of the Master Trust at December 31, 2014 and 2013 and the investment gain for the year ended December 31, 2014.

The following table presents the investments of the Master Trust at December 31:

	2014	2013
Money market fund	\$ 43,188,652	\$ 47,434,354
Participant directed brokerage accounts	14,797,192	14,876,245
Registered investment companies	540,954,367	503,976,558
Common collective trusts	252,624,144	261,430,097
Total Master Trust investments, at fair value	851,564,355	827,717,254
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(527,157)	(555,604)
Total Master Trust investments	\$ 851,037,198	\$ 827,161,650
Plan's interest in the Master Trust	\$ 842,201,454	\$ 817,939,520

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(5) Interest in the Master Trust, Continued

Investment income of the Master Trust was as follows for the year ended December 31, 2014:

Net appreciation in the fair value of investments:	
Participant directed brokerage accounts	\$ 364,713
Registered investment companies:	
Income funds	1,590,097
Growth and income funds	12,641,446
Growth funds	9,108,435
International funds	(4,906,455)
Common collective trusts:	
Asset allocation funds	12,622,532
Net appreciation in the fair value of investments	<u>31,420,768</u>
Interest and dividends	25,609,785
	<u>\$ 57,030,553</u>

Following is a description of the valuation methodologies used for assets measured at fair value held by the Master Trust.

Registered investment companies and money market fund: Valued at the daily closing price as reported by the fund. Registered investment companies held by the Plan are open end investments that are registered with the Securities and Exchange Commission. These investments are required to publish their daily net asset value (NAV) and to transact at that price. The investments held by the Plan are deemed to be actively traded.

Common collective trust: Valued at the NAV of units of a trust company collective trust. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Participant directed brokerage accounts: Consist primarily of common stock valued at the closing price reported in the active market in which the stock is traded.

Continued...

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(5) Interest in the Master Trust, Continued

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2014 and 2013:

Description	Assets at Fair Value as of December 31, 2014			
	Level 1	Level 2	Level 3	Total
Money market	\$ 43,188,652	\$ -	\$ -	\$ 43,188,652
Participant directed brokerage accounts	14,797,192	-	-	14,797,192
Registered investment companies:				
Income funds	80,094,540	-	-	80,094,540
Growth and income funds	198,646,482	-	-	198,646,482
Growth funds	208,792,249	-	-	208,792,249
International funds	47,220,144	-	-	47,220,144
Other	6,200,952	-	-	6,200,952
Common collective trusts:				
Asset allocation funds	-	207,999,171	-	207,999,171
Income funds	-	44,624,973	-	44,624,973
Total assets at fair value	\$ 598,940,211	\$ 252,624,144	\$ -	\$ 851,564,355

Description	Assets at Fair Value as of December 31, 2013			
	Level 1	Level 2	Level 3	Total
Money market	\$ 47,434,354	\$ -	\$ -	\$ 47,434,354
Participant directed brokerage accounts	14,876,245	-	-	14,876,245
Registered investment companies:				
Income funds	57,682,982	-	-	57,682,982
Growth and income funds	196,529,963	-	-	196,529,963
Growth funds	196,098,474	-	-	196,098,474
International funds	53,665,139	-	-	53,665,139
Common collective trusts:				
Asset allocation funds	-	214,180,948	-	214,180,948
Income funds	-	47,249,149	-	47,249,149
Total assets at fair value	\$ 566,287,157	\$ 261,430,097	\$ -	\$ 827,717,254

There were no significant transfers among investment levels during the years ended December 31, 2014 and 2013.

(6) Termination of Plan

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their account balances.

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(7) Tax Status

The IRS has determined and informed the Company by a letter dated April 2, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability 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.

(8) Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amount reported in the statement of net assets available for benefits.

(9) Related Party Transactions and Party-In-Interest

Certain Plan and Master Trust investments are shares of registered investment companies and a money market fund managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules of ERISA. Fees paid by the Plan for the investment management services amounted to approximately \$140,157 for the year ended December 31, 2014.

(10) Excess Participant Contributions Payable

The Plan failed the discrimination tests for the years ended December 31, 2014 and 2013. Excess contributions amounting to \$307,938 and \$116,724 for 2014 and 2013, respectively, are recorded as liabilities in the accompanying statements of net assets available for benefits and as reductions of participant directed contributions for the applicable plan year. The Plan expects to reimburse the 2014 excess contributions to its participants during 2015 and reimbursed the 2013 excess contributions during 2014.

SMITHS GROUP INCENTIVE SAVINGS PLAN

Notes to Financial Statements December 31, 2014 and 2013

(11) Reconciliation of Financial Statements to the Form 5500

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

	2014	2013
Net assets available for benefits per the financial statements	\$ 857,204,483	\$ 833,797,416
Participant contributions receivable	(720,993)	(887,178)
Employer contributions receivable	(582,038)	(796,198)
Corrective distributions payable	307,938	116,724
Adjustment from contract value to fair value for fully benefit- responsive investment contracts	513,139	546,553
Net assets available for benefits per the Form 5500	<u>\$ 856,722,529</u>	<u>\$ 832,777,317</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to net income per Form 5500 for the year ended December 31, 2014:

Net increase in net assets available for benefits per the financial statements	\$ 23,407,067
Current year participant contributions receivable	(720,993)
Current year employer contributions receivable	(582,038)
Current year corrective distributions payable	307,938
Prior year participant contributions receivable	887,178
Prior year employer contributions receivable	796,198
Prior year corrective distributions payable	(116,724)
Change in the adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>(33,414)</u>
Net income per the Form 5500	<u>\$ 23,945,212</u>

SUPPLEMENTAL SCHEDULE

SMITHS GROUP INCENTIVE SAVINGS PLAN

EIN: 22-3015350

Plan No: 002

Supplemental Schedule

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

December 31, 2014

(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
Participant loans	Interest rates ranging from 4.25% to 10.00%	\$ 14,007,936