

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>AEROFLEX INCORPORATED EMPLOYEES' 401(K) 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>03/01/1992</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>03/01/1992</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>03/01/1992</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AEROFLEX INCORPORATED</u> <u>35 SOUTH SERVICE ROAD</u> <u>P.O. BOX 6022</u> <u>PLAINVIEW, NY 11803</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>11-1974412</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>516-694-6700</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>335900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>11-1974412</u>	2c Plan Sponsor's telephone number <u>516-694-6700</u>	2d Business code (see instructions) <u>335900</u>	
2b Employer Identification Number (EIN) <u>11-1974412</u>					
2c Plan Sponsor's telephone number <u>516-694-6700</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.	10/15/2015	ANDREW KAMINSKY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2015	ANDREW KAMINSKY
	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	2361
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)	2085
a(2) Total number of active participants at the end of the plan year		6a(2)	2020
b Retired or separated participants receiving benefits		6b	17
c Other retired or separated participants entitled to future benefits.....		6c	293
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	2330
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	2
f Total. Add lines 6d and 6e		6f	2332
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	1965
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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 AEROFLEX INCORPORATED EMPLOYEES' 401(K) PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 AEROFLEX INCORPORATED	D Employer Identification Number (EIN) 11-1974412	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

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

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

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

UBS FINANCIAL SERVICES, INC.

13-2638166

(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	INVESTMENT ADVISOR	0	Yes ☒ No ☐	Yes ☐ No ☒	105900	Yes ☐ No ☒

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

AEROFLEX INCORPORATED

11-1974412

(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	PLAN SPONSOR	0	Yes ☒ No ☐	Yes ☐ No ☒	92164	Yes ☐ No ☒

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(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?
52 60 63 64 72	CONTRACT ADMINISTRATOR	37095	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

BAKER TILLY VIRCHOW KRAUSE, LLP

39-0859910

(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	AUDITOR	0	Yes ☒ No ☐	Yes ☐ No ☒	35650	Yes ☐ No ☒

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

UBS FINANCIAL SERV, INC.

66-0680563

(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?
50	ADVISOR	11903	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
UBS FINANCIAL SERVICES, INC.	27	105900
(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.	
MASSACHUSETTS MUTUAL LIFE INS. CO. 04-1590850	PLAN RELATED EXPENSES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AEROFLEX INCORPORATED	27	92164
(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.	
MASSACHUSETTS MUTUAL LIFE INS. CO. 04-1590850	PLAN RELATED EXPENSES	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIONEER BOND FUND 04-2652279	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PREMIER MONEY MARKET FD BABSON 04-3212059	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PUTNAM EQUITY INCOME FUND 04-6407893	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LORD ABBETT HIGH YIELD FUND 13-3731507	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA BALANCED FUND 36-3376651	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA SMALL CAP CORE FUND 36-6851784	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2055 PRTFL FD 43-0821857	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2015 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2020 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2025 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2030 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2035 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2040 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT ONE CHOICE 2045 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT ONE CHOICE 2050 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT ONE CHOICE INRET PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN CENTURY MID CAP VALUE FUND 44-6006315	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA LARGE CAP INDEX FUND 56-0906609	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TEMPLETON GLOBAL BOND FUND 59-6865210	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
OPPENHEIMER DEVELOPING MARKETS FUND 93-6305075	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WELLS FARGO STABLE RETURN OF 40654 94-6751924	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2		
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
AMER FUNDS EUROPACIFIC GROWTH FUND 95-1411037	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO COMMODITY REAL RTN STRAT FD 95-2632339	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO REAL RETURN FUND 95-2632339	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BAKER TILLY VIRCHOW KRAUSE, LLP	10	35650
(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.	
MASSACHUSETTS MUTUAL LIFE INS. CO. 04-1590850	PLAN RELATED EXPENSES	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PREMIER MONEY MARKET FD BABSON 04-3212059	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PUTNAM EQUITY INCOME FUND 04-6407893	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LORD ABBETT HIGH YIELD FUND 13-3731507	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRUDENTIAL GLOBAL REAL ESTATE FUND 22-3703799	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JP MORGAN LARGE CAP GROWTH FUND 26-3613641	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA ACORN FUND 36-2692100	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA BALANCED FUND 36-3376651	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA SMALL CAP CORE FUND 36-6851784	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2055 PRTFL FD 43-0821857	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2015 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2020 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2025 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT ONE CHOICE 2030 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT ONE CHOICE 2035 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMER CENT ONE CHOICE 2040 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2045 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE 2050 PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER CENT ONE CHOICE INRET PRTFL FD 44-6006315	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN CENTURY MID CAP VALUE FUND 44-6006315	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COLUMBIA LARGE CAP INDEX FUND 56-0906609	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TEMPLETON GLOBAL BOND FUND 59-6865210	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OPPENHEIMER DEVELOPING MARKETS FUND 93-6305075	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WELLS FARGO STABLE RETURN OF 40654 94-6751924	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMER FUNDS EUROPACIFIC GROWTH FUND 95-1411037	BASIS POINTS * PLAN ASSETS	

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
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO COMMODITY REAL RTN STRAT FD 95-2632339	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO REAL RETURN FUND 95-2632339	BASIS POINTS * PLAN ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BAKER TILLY VIRCHOW KRAUSE, LLP	10	35650
(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.	
MASSACHUSETTS MUTUAL LIFE INS. CO. 04-1590850	PLAN RELATED EXPENSES	

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 AEROFLEX INCORPORATED EMPLOYEES' 401(K) PLAN	B Three-digit plan number (PN) ▶ 002	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 AEROFLEX INCORPORATED	D Employer Identification Number (EIN) 11-1974412	

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: STABLE RETURN FUND		
b Name of sponsor of entity listed in (a): WELLS FARGO BANK N.A.		
c EIN-PN 41-6202499-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35741722
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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>AEROFLEX INCORPORATED EMPLOYEES' 401(K) 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>AEROFLEX INCORPORATED</u>		D Employer Identification Number (EIN) <u>11-1974412</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)		
	(2) Participant contributions.....	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property).....	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans.....	1c(8)	3369485	3115558
	(9) Value of interest in common/collective trusts	1c(9)	35153869	35741722
	(10) Value of interest in pooled separate accounts	1c(10)	0	0
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities.....	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	156173517	166748649
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other.....	1c(15)		

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)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	194696871	205605929

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
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	194696871	205605929
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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)		
(B) Participants	2a(1)(B)	9700196	
(C) Others (including rollovers)	2a(1)(C)	1182998	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		10883194

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	139826	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		139826

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	11433687	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		11433687

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		439010
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2155652
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		25051369

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	13930053	
(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)		13930053
f Corrective distributions (see instructions).....	2f		161031
g Certain deemed distributions of participant loans (see instructions).....	2g		1427
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	36970	
(3) Investment advisory and management fees.....	2i(3)	12705	
(4) Other.....	2i(4)	125	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		49800
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		14142311

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		10909058
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ 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: **BAKER TILLY VIRCHOW KRAUSE LLP**

(2) EIN: **39-0859910**

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.			
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>AEROFLEX INCORPORATED EMPLOYEES' 401(K) 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>AEROFLEX INCORPORATED</u>	D Employer Identification Number (EIN) <u>11-1974412</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-1590850</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)
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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): _____

**AEROFLEX INCORPORATED
EMPLOYEES' 401(k) PLAN**

Plainview, New York

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Including Independent Auditors' Report

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

**AEROFLEX INCORPORATED
EMPLOYEES' 401(k) PLAN**

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

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Supplemental Schedule

Schedule of Assets (Held at End of Year)	13
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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to Aeroflex Incorporated Employees' 401(k) Plan.

Financial Statements

INDEPENDENT AUDITORS' REPORT

Trustees
Aeroflex Incorporated
Employees' 401(k) Plan
Plainview, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Aeroflex Incorporated Employees' 401(k) 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

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by State Street Bank & Trust, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian, 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 custodian is complete and accurate, to the best of their knowledge.

Trustees
Aeroflex Incorporated
Employees' 401(k) Plan

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 of assets (held at end of year) is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 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 the supplemental schedule referred to above.

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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Baker Tilly Virchow Krause, LLP

Melville, New York
October 12, 2015

AEROFLEX INCORPORATED
EMPLOYEES' 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets		
Investments, at fair value	\$ 202,490,371	\$ 191,332,340
Notes Receivable from Participants	3,120,011	3,369,485
Participant Contributions Receivable	<u>101,696</u>	<u>92,518</u>
Assets Available for Benefits, at fair value	205,712,078	194,794,343
Liabilities		
Due to Participants	<u>54,968</u>	<u>136,792</u>
Net Assets, reflecting investments at fair value	205,657,110	194,657,551
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract	<u>(501,122)</u>	<u>(281,625)</u>
Net Assets Available for Benefits	<u><u>\$ 205,155,988</u></u>	<u><u>\$ 194,375,926</u></u>

See notes to financial statements.

AEROFLEX INCORPORATED
EMPLOYEES' 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2014

Additions:

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 2,282,937
Interest and dividend income	11,525,915
Interest from notes receivable from participants	139,327
	<u>13,948,179</u>

Contributions:

Participant contributions	9,654,405
Rollover contributions	1,182,998
	<u>10,837,403</u>

Total Additions	<u>24,785,582</u>
-----------------	-------------------

Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	13,955,720
Administrative expenses	49,800
	<u>14,005,520</u>

Total Deductions	<u>14,005,520</u>
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Net Increase	10,780,062
Net Assets Available for Benefits, beginning of year	<u>194,375,926</u>
Net Assets Available for Benefits, end of year	<u><u>\$ 205,155,988</u></u>

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

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

NOTE 1 - Description of the Plan

The following description of the Aeroflex Incorporated Employees' 401(k) 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 is a defined contribution plan sponsored by Aeroflex Incorporated. The Plan was established effective March 1, 1992, and most recently amended effective March 31, 2013. Nonunion employees of Aeroflex Incorporated and domestic subsidiaries (collectively, the "Company" or "Sponsor") become eligible to participate in the Plan effective on the first day of the month following six months of employment. Effective July 1, 2013, employees became immediately eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. In September 2014, the Plan Sponsor was acquired by Cobham PLC.

Contributions - Under the terms of the Plan, each participant was permitted to contribute up to 60% of their eligible compensation, on a before-tax basis, up to the maximum allowed (\$17,500 in 2014) by the Internal Revenue Service ("IRS"). Pursuant to the Economic Growth Tax Relief Reconciliation Act of 2001 ("EGTRRA"), all participants who attained the age of 50 before the close of the Plan year are eligible to make additional "catch-up" contributions.

The Company provides a discretionary match on each participant's contribution. During the year ended December 31, 2014, the Sponsor elected not to make a discretionary contribution to the Plan.

Participant accounts - Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution (if any), rollovers and an allocation of the 401(k) Plan's earnings (losses). The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Management of the funds - All of the investment assets of the Plan are held in a trust for the exclusive benefit of participants and their beneficiaries under the Plan. Contributions are invested in investment funds, as directed by the Plan participants. Participants may change their investment elections at any time.

Vesting - Participants are immediately, and at all times, vested in their voluntary contributions, Company discretionary matching contributions (if any), and the actual earnings thereon.

Notes receivable from participants - Participants may borrow from their fund accounts the lesser of \$50,000 or 50% of their account balance. The notes are secured by the balance of the participant's account and bear interest at rates ranging from 4.25% to 10.50%. Principal and interest is paid ratably through payroll deductions.

Payment of benefits - Participants are entitled to receive a distribution of their interest in the Plan upon termination of employment, retirement, in the event they became disabled or in the event of financial hardship (as defined by the Plan). The beneficiary or beneficiaries of a participant's interest are entitled to receive a distribution of such interest in the Plan upon the death of the respective participant.

NOTE 2 - Summary of Significant Accounting Policies

Basis of accounting - The accompanying financial statements are prepared under the accrual basis of accounting.

Investment valuation and income recognition - 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. See Note 5 for discussion of fair value measurements.

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

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

NOTE 2 - Summary of Significant Accounting Policies (cont.)

As described in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 962-325-50-3), relating to *"Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans"*, 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 of a collective investment fund 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 as of December 31, 2014 and 2013 presents the fair value of the investment contract held in the common collective trust fund, as well as the adjustment of the fully benefit-responsive contract from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles 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.

Investment contract with insurance company - 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 of a collective investment fund 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 statement of net assets available for benefits presents the fair value of the investment contracts, as well as the adjustment of the 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.

Notes receivable from participants - Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Payment of benefits - Benefits to participants are recorded when paid.

Administrative expenses - Administrative expenses incurred are the shared responsibility of the Plan and the Company.

Evaluation of subsequent events - Plan management has evaluated subsequent events through October 12, 2015, the date the financial statements are available for issuance, for inclusion or disclosure in the financial statements.

NOTE 3 - Certified Financial Information

Investments, at fair value, at December 31, 2014 and 2013 totaling \$202,490,371 and \$191,332,340, respectively, were certified by State Street Bank & Trust ("State Street") as complete and accurate, to the best of its knowledge, in accordance with Section 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investment income included in the statement of net assets available for benefits for the year ended December 31, 2014 was also certified by State Street.

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 4 - Investments

The following presents investments at December 31, 2014 and 2013 that represent 5% or more of the Plan's net assets:

	2014	2013
Wells Fargo Stable Return Fund M	\$ 35,741,722	\$ 35,153,869
Columbia Balanced Z	23,226,478	21,598,237
Putnam Equity Income Y	24,810,649	20,756,480
Columbia Large-Cap Index Z	22,805,610	20,291,123
JPMorgan Large-Cap Growth Fund A	20,093,373	18,516,293
Columbia Acorn Z	15,953,946	17,733,633
Columbia Small-Cap Core Z	15,569,244	17,457,093
Pioneer Bond Y	13,621,306	12,669,698
American Funds Europacific Growth A	*	10,023,589

* Did not meet the 5% criteria at the respective financial statement date.

During the year ended December 31, 2014, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

Year Ended December 31, 2014

Assets:

Mutual funds:

Diversified Emerging Markets	\$ (143,788)
Foreign Large Blend	(358,422)
Large Blend	2,251,010
Large Growth	1,631,440
Large Value	614,824
Mid-Cap Growth	(2,289,816)
Mid-Cap Value	299,538
Mixed-Asset Target	206,875
Moderate Allocation	1,090,983
Small Blend	(1,257,843)
Bond	143,568
Real Estate	55,666
Commodities Broad Basket	(88,383)

Total mutual funds	2,155,652
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Stable asset fund	127,285
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Total	<u>\$ 2,282,937</u>
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AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

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

NOTE 5 - Fair Value Measurements

"Fair Value Measurements" establishes 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 the active market for identical assets or liabilities (Level 1 measurements) and the lowest priority to the unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under authoritative guidance are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

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 and 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.

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

Mutual funds - Valued at the net asset value ("NAV") of shares held by the Plan at year end, which are based on the fair market value of the underlying securities or investments in the funds.

Stable asset fund - Valued at fair value by discounting the related cash flows using the current discount rate. The fair value of a security-backed contract includes the value of the underlying securities and the value of the wrapper contract. The fair value of a wrapper contract provided by a security-backed contract issues is the present value of the difference between the current wrapper fee and the contracted wrapper fee. A wrapper contract is an agreement by another party to make payments to the fixed income fund in certain circumstances. The fair value of these wrapper contracts was not considered to be material as of December 31, 2014 and 2013.

Money market fund - Valued based on quoted market prices on an active exchange.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 5 - Fair Value Measurements (cont.)

The following tables provide the level of valuation assumptions used to determine the carrying value of the Plan's assets which are measured at fair value on a recurring basis December 31, 2014 and 2013, respectively:

<i>December 31, 2014</i>	Level 1	Level 2	Level 3	Total
Assets:				
Mutual funds:				
Diversified Emerging Markets	\$ 1,381,945	\$ -	\$ -	\$ 1,381,945
Foreign Large Blend	9,319,019	-	-	9,319,019
Large Blend	22,805,610	-	-	22,805,610
Large Growth	20,093,373	-	-	20,093,373
Large Value	24,810,649	-	-	24,810,649
Mid-Cap Growth	15,953,946	-	-	15,953,946
Mid-Cap Value	8,317,816	-	-	8,317,816
Mixed-Asset Target	7,635,979	-	-	7,635,979
Moderate Allocation	23,226,478	-	-	23,226,478
Small Blend	15,569,244	-	-	15,569,244
Bond	16,459,927	-	-	16,459,927
Real Estate	973,048	-	-	973,048
Commodities Broad Basket	201,123	-	-	201,123
Total mutual funds	166,748,157	-	-	166,748,157
Money market fund	492	-	-	492
Stable asset fund	-	35,741,722	-	35,741,722
Total	<u>\$ 166,748,649</u>	<u>\$ 35,741,722</u>	<u>\$ -</u>	<u>\$ 202,490,371</u>
<i>December 31, 2013</i>	Level 1	Level 2	Level 3	Total
Assets:				
Mutual funds:				
Diversified Emerging Markets	\$ 1,544,503	\$ -	\$ -	\$ 1,544,503
Foreign Large Blend	10,023,589	-	-	10,023,589
Large Blend	20,291,123	-	-	20,291,123
Large Growth	18,516,293	-	-	18,516,293
Large Value	20,756,480	-	-	20,756,480
Mid-Cap Growth	17,733,633	-	-	17,733,633
Mid-Cap Value	6,661,949	-	-	6,661,949
Mixed-Asset Target	6,405,639	-	-	6,405,639
Moderate Allocation	21,598,237	-	-	21,598,237
Small Blend	17,457,093	-	-	17,457,093
Bond	14,663,168	-	-	14,663,168
Real Estate	387,153	-	-	387,153
Commodities Broad Basket	139,404	-	-	139,404
Total mutual funds	156,178,264	-	-	156,178,264
Money market fund	207	-	-	207
Stable asset fund	-	35,153,869	-	35,153,869
Total	<u>\$ 156,178,471</u>	<u>\$ 35,153,869</u>	<u>\$ -</u>	<u>\$ 191,332,340</u>

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

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

NOTE 6 - Investment Contract with Insurance Company

The Plan invests in a synthetic guaranteed investment contract ("GIC"), or a stable asset fund, that credits a stated interest rate for a specified period of time. The stable value fund provides principal preservation plus accrued interest through fully benefit-responsive wrap contracts issued by a third-party which backs the underlying assets owned by the Plan. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment contract issuer is contractually obligated to repay the principal at a specified interest rate that is guaranteed to the Plan.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, as described in Note 2, because the guaranteed investment contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contracts. Contract value represents contributions made under the contracts, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's wrapper contracts permit all allowable participant-initiated transactions to occur at contract value. There are no events known to the Plan that are probable of occurring and which would limit its ability to transact at contract value with the issuer of the wrapper contract, which also limit the ability of the Plan to transact at contract value with participants.

The wrapper contracts cannot be terminated by its issuer at a value other than contract value or prior to the scheduled maturity date, except under a limited number of very specific circumstances including termination of the Plan or failure to qualify, material misrepresentations by the Plan Sponsor or investment manager, failure by these same parties to meet material obligations under the contract, or other similar types of events.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rates for the wrap contracts are calculated on a quarterly basis (or more frequently if necessary) using contract value, market value of the underlying fixed income portfolio, the yield of the portfolio, and the duration of the index, but cannot be less than zero.

	Average Yields	
	2014	2013
Based on Actual Earnings	1.40%	1.36%
Based on Interest Rate Credited to Participants	1.64%	1.52%

NOTE 7 - Due to Participants

Due to participants consist of excess participant contributions to certain active participants. These excess contributions are the result of certain nondiscrimination provisions of the Plan.

NOTE 8 - Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it does have the right to do so at any time, subject to the provisions of ERISA. In the event that the Plan is terminated, participants will become eligible for immediate distribution of 100% of their accounts. Effective April 1, 2015, all assets of the Plan were transferred to the Cobham United States 401(k) Plan. As indicated in Note 1, in September 2014, the Plan Sponsor was acquired by Cobham PLC.

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 9 - Related Party Transactions

Aeroflex Incorporated acts as the Plan Sponsor and the trustees of the Plan are officers of the Company.

NOTE 10 - Tax Status

The Plan adopted a volume submitter plan, which received a determination letter from the Internal Revenue Service dated May 11, 2009, which indicated that the plan document was 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 and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

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 (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the 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.

NOTE 11 - Risks 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 amounts reported in the statement of assets available for benefits.

NOTE 12 - Operational Errors

A computational error related to the determination of eligible compensation was identified relating to participant deferrals. Certain compensation for various participants was incorrectly excluded for the determination of participant deferrals. The Company intends to correct the operational errors in regards to the missed deferrals under the IRS Employee Plans Compliance Resolution System ("EPCRS"). This operational error is not expected to have a material effect on the Plan's net assets available for benefits, and the Company does not expect the EPCRS submission to affect the Plan's tax status.

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 13 - Reconciliation of Financial Statements to Form 5500

The differences between the information reported in the financial statements and the information reported in the Form 5500 arise primarily from presenting investment contracts at fair value in the financial statements.

The following is a reconciliation of net assets available for benefits at December 31, 2014 and 2013:

<i>December 31,</i>	2014	2013
Net Assets Available for Benefits	\$205,155,988	\$194,375,926
Adjustment from Contract Value to Fair Value for Fully Benefit-Responsive Investment Contracts	501,122	281,625
Conversion in 5500 from Accrual to Cash Basis:		
Participant contributions receivable, current year	(101,696)	(92,518)
Interest receivable on notes receivable from participants, current year	(4,453)	(4,954)
Due to participants, current year	54,968	136,792
Net Assets per Form 5500	<u>\$205,605,929</u>	<u>\$194,696,871</u>

The following is a reconciliation of net increase to Form 5500:

December 31, 2014

Net Increase in Assets Available for Benefits	\$ 10,780,062
Adjustment from Contract Value to Fair Value for Fully Benefit-Responsive Investment Contracts, current year	219,497
Conversion in 5500 from Accrual to Cash Basis:	
Participant contributions receivable, current year	(101,696)
Participant contributions receivable, prior year	92,518
Interest receivable on notes receivable from participants, current year	(4,453)
Interest receivable on notes receivable from participants, prior year	4,954
Due to participants, current year	54,968
Due to participants, prior year	(136,792)
Net Increase per Form 5500	<u>\$ 10,909,058</u>

SUPPLEMENTAL SCHEDULE

AEROFLEX INCORPORATED
EMPLOYEES' 401(k) PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SCHEDULE H, LINE 4i; (EIN): 11-1974412; (PN): 002
December 31, 2014

(a)	(b)	(c)	(d)	(e)
Identity of issuer, borrower, lessor or similar party.	Description of investment (including maturity date, rate of interest, collateral par or maturity value).	Cost**	Current Value	
American Century Livestrong 2015 A	Mutual Fund	\$	1,319,815	
American Century Livestrong 2020 A	Mutual Fund		2,394,068	
American Century Livestrong 2025 A	Mutual Fund		905,929	
American Century Livestrong 2030 A	Mutual Fund		442,447	
American Century Livestrong 2035 A	Mutual Fund		798,794	
American Century Livestrong 2040 A	Mutual Fund		728,168	
American Century Livestrong 2045 A	Mutual Fund		353,327	
American Century Livestrong 2050 A	Mutual Fund		245,183	
American Century Livestrong 2055 A	Mutual Fund		75,489	
American Century Livestrong Inc. A	Mutual Fund		372,759	
American Century Mid-Cap Value A	Mutual Fund		8,317,816	
American Funds Europacific Growth A	Mutual Fund		9,319,019	
Columbia Acorn Z	Mutual Fund		15,953,946	
Columbia Balanced Z	Mutual Fund		23,226,478	
Columbia Large-Cap Index Z	Mutual Fund		22,805,610	
Columbia Small-Cap Core Z	Mutual Fund		15,569,244	
JPMorgan Large-Cap Growth Fund A	Mutual Fund		20,093,373	
Lord Abbett High Yield I	Mutual Fund		798,482	
Oppenheimer Developing Markets A	Mutual Fund		1,381,945	
Pioneer Bond Y	Mutual Fund		13,621,306	
PIMCO Real Return Institutional	Mutual Fund		1,042,217	
PIMCO Commodity Real Return Strategy Institutional Class	Mutual Fund		201,123	
Premier Money Market	Money Market		492	
Prudential Global Real Estate A	Mutual Fund		973,048	
Putnam Equity Income Y	Mutual Fund		24,810,649	
Templeton Global Bond Fund A	Mutual Fund		997,922	
Wells Fargo Stable Return Fund M	Stable Asset Fund		35,741,722	
			<u>\$ 202,490,371</u>	
Notes Receivable from Participants	Bearing interest at varying rates from 4.25% to 10.50% per annum, maturing on various dates through November 2024.		<u>\$ 3,120,011</u>	

** Cost information not required when reporting investments directed by participants.

See independent auditors' report.

A Name of Plan Aeroflex Incorporated Employees' 401(k) Plan	B Three-digit plan Number 002
C Plan sponsor's name as shown on line 2a of Form 5500 Aeroflex Incorporated	D Employer Identification Number 111974412

Schedule H, line 4i - Schedule of Assets (Held At End of Year)

(a)	(b) Identity of issue, borrower, lessor, or similar part	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	MassMutual Premier	Holding Account - MF-G	0	492
*	Prudential	MF-1027	930,454	973,048
*	Franklin/Templeton	MF-1272	1,042,780	997,922
*	JP Morgan	MF-1294	16,143,907	20,093,373
*	Pioneer	MF-1425	13,486,332	13,621,307
*	Lord Abbett	MF-1463	841,929	798,482
*	PIMCO Funds	MF-1784	1,072,030	1,042,217
*	Columbia	MF-1785	18,866,973	22,805,610
*	Columbia	MF-1786	16,797,745	15,953,946
*	Columbia	MF-1787	15,815,972	15,569,244
*	PIMCO Funds	MF-1788	266,665	201,123
*	Columbia	MF-1789	20,642,393	23,226,478
*	Putnam	MF-829	23,607,232	24,810,649
*	Oppenheimer	MF-C	1,472,798	1,381,945
*	American Century	MF-CDJ	7,925,095	8,317,816
*	American Century	MF-D9	376,391	372,759
*	American Funds	MF-KR	8,671,770	9,319,019
*	American Century	MF-L9	1,295,988	1,319,815
*	American Century	MF-M9	2,297,950	2,394,068
*	American Century	MF-P9	864,470	905,929
*	American Century	MF-Q3	75,923	75,489
*	American Century	MF-Q9	439,490	442,447
*	American Century	MF-R9	790,010	798,794
*	American Century	MF-S9	698,787	728,168
*	American Century	MF-U9	346,650	353,327
*	American Century	MF-V9	246,159	245,183
*	Wells Galliard	Wells Fargo Stable Return	35,098,081	35,741,722
	Participant Loans	4.250000 - 4.250000	0	3,148,974

A Name of Plan Aeroflex Incorporated Employees' 401(k) Plan	B Three-digit plan Number 002
C Plan sponsor's name as shown on line 2a of Form 5500 Aeroflex Incorporated	D Employer Identification Number 111974412

Schedule C Formula Description and/or EIC Statement Description

Service Provider Name	Service Provider EIN	Service Provider Address	Formula / EIC Statement
American Century	430821857		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent One Choice 2055 Prtfl Fd (MF-Q3).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent One Choice 2015 Prtfl Fd (MF-L9).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent One Choice 2020 Prtfl Fd (MF-M9).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent One Choice 2025 Prtfl Fd (MF-P9).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent One Choice 2030 Prtfl Fd (MF-Q9).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent One Choice 2035 Prtfl Fd (MF-R9).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent One Choice 2040 Prtfl Fd (MF-S9).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent One Choice 2045 Prtfl Fd (MF-U9).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent One Choice 2050 Prtfl Fd (MF-V9).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to Amer Cent One Choice InRet Prtfl Fd (MF-D9).
American Century	446006315		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Century with respect to American Century Mid Cap Value Fund (MF-CDJ).
American Funds	951411037		MassMutual provided the Plan with the required written disclosure for Management Fees received by American Funds with respect to Amer Funds EuroPacific Growth Fund (MF-KR).
Columbia	362692100		MassMutual provided the Plan with the required written disclosure for Management Fees received by Columbia with respect to Columbia Acorn Fund (MF-1786).
Columbia	363376651		MassMutual provided the Plan with the required written disclosure for Management Fees received by Columbia with respect to Columbia Balanced Fund (MF-1789).
Columbia	366851784		MassMutual provided the Plan with the required written disclosure for Management Fees received by Columbia with respect to Columbia Small Cap Core Fund (MF-1787).
Columbia	560906609		MassMutual provided the Plan with the required written disclosure for Management Fees received by Columbia with respect to Columbia Large Cap Index Fund (MF-1785).

Franklin/Templeton	596865210	MassMutual provided the Plan with the required written disclosure for Management Fees received by Franklin/Templeton with respect to Templeton Global Bond Fund (MF-1272).
JP Morgan	263613641	MassMutual provided the Plan with the required written disclosure for Management Fees received by JP Morgan with respect to JP Morgan Large Cap Growth Fund (MF-1294).
Lord Abbett	133731507	MassMutual provided the Plan with the required written disclosure for Management Fees received by Lord Abbett with respect to Lord Abbett High Yield Fund (MF-1463).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the plan with the required written disclosure for 12b-1 Fees received by MassMutual with respect to Amer Funds EuroPacific Growth Fund (MF-KR).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.
Massachusetts Mutual Life Insurance Company	041590850	MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to Premier Money Market Fd (Babson) (MF-G).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Administrative Fees of (10 basis points * plan assets) with respect to Premier Money Market Fd (Babson) (MF-G).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to Amer Funds EuroPacific Growth Fund (MF-KR).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to Columbia Acorn Fund (MF-1786).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to Columbia Balanced Fund (MF-1789).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to Columbia Large Cap Index Fund (MF-1785).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to Columbia Small Cap Core Fund (MF-1787).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to JP Morgan Large Cap Growth Fund (MF-1294).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to Lord Abbett High Yield Fund (MF-1463).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to PIMCO Commodity Real Rtn Strat Fd (MF-1788).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (10 basis points * plan assets) with respect to PIMCO Real Return Fund (MF-1784).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Prudential Global Real Estate Fund (MF-1027).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Putnam Equity Income Fund (MF-829).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Templeton Global Bond Fund (MF-1272).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (25 basis points * plan assets) with respect to Wells Fargo Stable Return OF 40654 (OF 40654).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (30 basis points * plan assets) with respect to Oppenheimer Developing Markets Fund (MF-C).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to Amer Cent One Choice 2015 Prfl Fd (MF-L9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to Amer Cent One Choice 2020 Prfl Fd (MF-M9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to Amer Cent One Choice 2025 Prfl Fd (MF-P9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to Amer Cent One Choice 2030 Prfl Fd (MF-Q9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to Amer Cent One Choice 2035 Prfl Fd (MF-R9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to Amer Cent One Choice 2040 Prfl Fd (MF-S9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to Amer Cent One Choice 2045 Prfl Fd (MF-U9).
Massachusetts Mutual Life Insurance Company	041590850	MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with

Company			respect to Amer Cent One Choice 2050 Prtfl Fd (MF-V9).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to Amer Cent One Choice 2055 Prtfl Fd (MF-Q3).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to Amer Cent One Choice InRet Prtfl Fd (MF-D9).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to American Century Mid Cap Value Fund (MF-CDJ).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Sub-TA Fees of (35 basis points * plan assets) with respect to Pioneer Bond Fund (MF-1425).
Oppenheimer	936305075		MassMutual provided the Plan with the required written disclosure for Management Fees received by Oppenheimer with respect to Oppenheimer Developing Markets Fund (MF-C).
PIMCO Funds	952632339		MassMutual provided the Plan with the required written disclosure for Management Fees received by PIMCO Funds with respect to PIMCO Commodity Real Rtn Strat Fd (MF-1788).
PIMCO Funds	952632339		MassMutual provided the Plan with the required written disclosure for Management Fees received by PIMCO Funds with respect to PIMCO Real Return Fund (MF-1784).
Pioneer	042652279		MassMutual provided the Plan with the required written disclosure for Management Fees received by Pioneer with respect to Pioneer Bond Fund (MF-1425).
Prudential	223703799		MassMutual provided the Plan with the required written disclosure for Management Fees received by Prudential with respect to Prudential Global Real Estate Fund (MF-1027).
Putnam	046407893		MassMutual provided the Plan with the required written disclosure for Management Fees received by Putnam with respect to Putnam Equity Income Fund (MF-829).
Wells Fargo	946751924		MassMutual provided the Plan with the required written disclosure for Management Fees received by Wells Fargo with respect to Wells Fargo Stable Return OF 40654 (OF 40654).

**AEROFLEX INCORPORATED
EMPLOYEES' 401(k) PLAN**

Plainview, New York

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Including Independent Auditors' Report

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

**AEROFLEX INCORPORATED
EMPLOYEES' 401(k) PLAN**

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Note: Supplemental schedules required by the Employee Retirement Income Security Act of 1974 not included as part of these statements are not applicable to Aeroflex Incorporated Employees' 401(k) Plan.

Financial Statements

INDEPENDENT AUDITORS' REPORT

Trustees
Aeroflex Incorporated
Employees' 401(k) Plan
Plainview, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Aeroflex Incorporated Employees' 401(k) 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

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by State Street Bank & Trust, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian, 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 custodian is complete and accurate, to the best of their knowledge.

Trustees
Aeroflex Incorporated
Employees' 401(k) Plan

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 of assets (held at end of year) is required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 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 the supplemental schedule referred to above.

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 custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Baker Tilly Virchow Krause, LLP

Melville, New York
October 12, 2015

AEROFLEX INCORPORATED
EMPLOYEES' 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets		
Investments, at fair value	\$ 202,490,371	\$ 191,332,340
Notes Receivable from Participants	3,120,011	3,369,485
Participant Contributions Receivable	<u>101,696</u>	<u>92,518</u>
Assets Available for Benefits, at fair value	205,712,078	194,794,343
Liabilities		
Due to Participants	<u>54,968</u>	<u>136,792</u>
Net Assets, reflecting investments at fair value	205,657,110	194,657,551
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contract	<u>(501,122)</u>	<u>(281,625)</u>
Net Assets Available for Benefits	<u><u>\$ 205,155,988</u></u>	<u><u>\$ 194,375,926</u></u>

See notes to financial statements.

AEROFLEX INCORPORATED
EMPLOYEES' 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2014

Additions:

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 2,282,937
Interest and dividend income	11,525,915
Interest from notes receivable from participants	139,327
	<u>13,948,179</u>

Contributions:

Participant contributions	9,654,405
Rollover contributions	1,182,998
	<u>10,837,403</u>

Total Additions	<u>24,785,582</u>
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Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	13,955,720
Administrative expenses	49,800
	<u>14,005,520</u>

Total Deductions	<u>14,005,520</u>
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Net Increase	10,780,062
Net Assets Available for Benefits, beginning of year	<u>194,375,926</u>
Net Assets Available for Benefits, end of year	<u><u>\$ 205,155,988</u></u>

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

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

NOTE 1 - Description of the Plan

The following description of the Aeroflex Incorporated Employees' 401(k) 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 is a defined contribution plan sponsored by Aeroflex Incorporated. The Plan was established effective March 1, 1992, and most recently amended effective March 31, 2013. Nonunion employees of Aeroflex Incorporated and domestic subsidiaries (collectively, the "Company" or "Sponsor") become eligible to participate in the Plan effective on the first day of the month following six months of employment. Effective July 1, 2013, employees became immediately eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. In September 2014, the Plan Sponsor was acquired by Cobham PLC.

Contributions - Under the terms of the Plan, each participant was permitted to contribute up to 60% of their eligible compensation, on a before-tax basis, up to the maximum allowed (\$17,500 in 2014) by the Internal Revenue Service ("IRS"). Pursuant to the Economic Growth Tax Relief Reconciliation Act of 2001 ("EGTRRA"), all participants who attained the age of 50 before the close of the Plan year are eligible to make additional "catch-up" contributions.

The Company provides a discretionary match on each participant's contribution. During the year ended December 31, 2014, the Sponsor elected not to make a discretionary contribution to the Plan.

Participant accounts - Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution (if any), rollovers and an allocation of the 401(k) Plan's earnings (losses). The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Management of the funds - All of the investment assets of the Plan are held in a trust for the exclusive benefit of participants and their beneficiaries under the Plan. Contributions are invested in investment funds, as directed by the Plan participants. Participants may change their investment elections at any time.

Vesting - Participants are immediately, and at all times, vested in their voluntary contributions, Company discretionary matching contributions (if any), and the actual earnings thereon.

Notes receivable from participants - Participants may borrow from their fund accounts the lesser of \$50,000 or 50% of their account balance. The notes are secured by the balance of the participant's account and bear interest at rates ranging from 4.25% to 10.50%. Principal and interest is paid ratably through payroll deductions.

Payment of benefits - Participants are entitled to receive a distribution of their interest in the Plan upon termination of employment, retirement, in the event they became disabled or in the event of financial hardship (as defined by the Plan). The beneficiary or beneficiaries of a participant's interest are entitled to receive a distribution of such interest in the Plan upon the death of the respective participant.

NOTE 2 - Summary of Significant Accounting Policies

Basis of accounting - The accompanying financial statements are prepared under the accrual basis of accounting.

Investment valuation and income recognition - 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. See Note 5 for discussion of fair value measurements.

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

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

NOTE 2 - Summary of Significant Accounting Policies (cont.)

As described in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 962-325-50-3), relating to *"Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans"*, 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 of a collective investment fund 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 as of December 31, 2014 and 2013 presents the fair value of the investment contract held in the common collective trust fund, as well as the adjustment of the fully benefit-responsive contract from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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

Estimates - The preparation of financial statements in conformity with generally accepted accounting principles 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.

Investment contract with insurance company - 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 of a collective investment fund 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 statement of net assets available for benefits presents the fair value of the investment contracts, as well as the adjustment of the 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.

Notes receivable from participants - Notes receivable from participants are measured at their unpaid principal balance plus accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Payment of benefits - Benefits to participants are recorded when paid.

Administrative expenses - Administrative expenses incurred are the shared responsibility of the Plan and the Company.

Evaluation of subsequent events - Plan management has evaluated subsequent events through October 12, 2015, the date the financial statements are available for issuance, for inclusion or disclosure in the financial statements.

NOTE 3 - Certified Financial Information

Investments, at fair value, at December 31, 2014 and 2013 totaling \$202,490,371 and \$191,332,340, respectively, were certified by State Street Bank & Trust ("State Street") as complete and accurate, to the best of its knowledge, in accordance with Section 2520.103-5(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Investment income included in the statement of net assets available for benefits for the year ended December 31, 2014 was also certified by State Street.

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 4 - Investments

The following presents investments at December 31, 2014 and 2013 that represent 5% or more of the Plan's net assets:

	2014	2013
Wells Fargo Stable Return Fund M	\$ 35,741,722	\$ 35,153,869
Columbia Balanced Z	23,226,478	21,598,237
Putnam Equity Income Y	24,810,649	20,756,480
Columbia Large-Cap Index Z	22,805,610	20,291,123
JPMorgan Large-Cap Growth Fund A	20,093,373	18,516,293
Columbia Acorn Z	15,953,946	17,733,633
Columbia Small-Cap Core Z	15,569,244	17,457,093
Pioneer Bond Y	13,621,306	12,669,698
American Funds Europacific Growth A	*	10,023,589

* Did not meet the 5% criteria at the respective financial statement date.

During the year ended December 31, 2014, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

Year Ended December 31, 2014

Assets:

Mutual funds:

Diversified Emerging Markets	\$ (143,788)
Foreign Large Blend	(358,422)
Large Blend	2,251,010
Large Growth	1,631,440
Large Value	614,824
Mid-Cap Growth	(2,289,816)
Mid-Cap Value	299,538
Mixed-Asset Target	206,875
Moderate Allocation	1,090,983
Small Blend	(1,257,843)
Bond	143,568
Real Estate	55,666
Commodities Broad Basket	(88,383)

Total mutual funds	2,155,652
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Stable asset fund	127,285
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Total	<u>\$ 2,282,937</u>
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AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

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

NOTE 5 - Fair Value Measurements

"Fair Value Measurements" establishes 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 the active market for identical assets or liabilities (Level 1 measurements) and the lowest priority to the unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under authoritative guidance are described as follows:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

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 and 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.

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

Mutual funds - Valued at the net asset value ("NAV") of shares held by the Plan at year end, which are based on the fair market value of the underlying securities or investments in the funds.

Stable asset fund - Valued at fair value by discounting the related cash flows using the current discount rate. The fair value of a security-backed contract includes the value of the underlying securities and the value of the wrapper contract. The fair value of a wrapper contract provided by a security-backed contract issues is the present value of the difference between the current wrapper fee and the contracted wrapper fee. A wrapper contract is an agreement by another party to make payments to the fixed income fund in certain circumstances. The fair value of these wrapper contracts was not considered to be material as of December 31, 2014 and 2013.

Money market fund - Valued based on quoted market prices on an active exchange.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 5 - Fair Value Measurements (cont.)

The following tables provide the level of valuation assumptions used to determine the carrying value of the Plan's assets which are measured at fair value on a recurring basis December 31, 2014 and 2013, respectively:

<i>December 31, 2014</i>	Level 1	Level 2	Level 3	Total
Assets:				
Mutual funds:				
Diversified Emerging Markets	\$ 1,381,945	\$ -	\$ -	\$ 1,381,945
Foreign Large Blend	9,319,019	-	-	9,319,019
Large Blend	22,805,610	-	-	22,805,610
Large Growth	20,093,373	-	-	20,093,373
Large Value	24,810,649	-	-	24,810,649
Mid-Cap Growth	15,953,946	-	-	15,953,946
Mid-Cap Value	8,317,816	-	-	8,317,816
Mixed-Asset Target	7,635,979	-	-	7,635,979
Moderate Allocation	23,226,478	-	-	23,226,478
Small Blend	15,569,244	-	-	15,569,244
Bond	16,459,927	-	-	16,459,927
Real Estate	973,048	-	-	973,048
Commodities Broad Basket	201,123	-	-	201,123
Total mutual funds	166,748,157	-	-	166,748,157
Money market fund	492	-	-	492
Stable asset fund	-	35,741,722	-	35,741,722
Total	\$ 166,748,649	\$ 35,741,722	\$ -	\$ 202,490,371
<i>December 31, 2013</i>	Level 1	Level 2	Level 3	Total
Assets:				
Mutual funds:				
Diversified Emerging Markets	\$ 1,544,503	\$ -	\$ -	\$ 1,544,503
Foreign Large Blend	10,023,589	-	-	10,023,589
Large Blend	20,291,123	-	-	20,291,123
Large Growth	18,516,293	-	-	18,516,293
Large Value	20,756,480	-	-	20,756,480
Mid-Cap Growth	17,733,633	-	-	17,733,633
Mid-Cap Value	6,661,949	-	-	6,661,949
Mixed-Asset Target	6,405,639	-	-	6,405,639
Moderate Allocation	21,598,237	-	-	21,598,237
Small Blend	17,457,093	-	-	17,457,093
Bond	14,663,168	-	-	14,663,168
Real Estate	387,153	-	-	387,153
Commodities Broad Basket	139,404	-	-	139,404
Total mutual funds	156,178,264	-	-	156,178,264
Money market fund	207	-	-	207
Stable asset fund	-	35,153,869	-	35,153,869
Total	\$ 156,178,471	\$ 35,153,869	\$ -	\$ 191,332,340

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

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

NOTE 6 - Investment Contract with Insurance Company

The Plan invests in a synthetic guaranteed investment contract ("GIC"), or a stable asset fund, that credits a stated interest rate for a specified period of time. The stable value fund provides principal preservation plus accrued interest through fully benefit-responsive wrap contracts issued by a third-party which backs the underlying assets owned by the Plan. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment contract issuer is contractually obligated to repay the principal at a specified interest rate that is guaranteed to the Plan.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, as described in Note 2, because the guaranteed investment contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contracts. Contract value represents contributions made under the contracts, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's wrapper contracts permit all allowable participant-initiated transactions to occur at contract value. There are no events known to the Plan that are probable of occurring and which would limit its ability to transact at contract value with the issuer of the wrapper contract, which also limit the ability of the Plan to transact at contract value with participants.

The wrapper contracts cannot be terminated by its issuer at a value other than contract value or prior to the scheduled maturity date, except under a limited number of very specific circumstances including termination of the Plan or failure to qualify, material misrepresentations by the Plan Sponsor or investment manager, failure by these same parties to meet material obligations under the contract, or other similar types of events.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rates for the wrap contracts are calculated on a quarterly basis (or more frequently if necessary) using contract value, market value of the underlying fixed income portfolio, the yield of the portfolio, and the duration of the index, but cannot be less than zero.

	Average Yields	
	2014	2013
Based on Actual Earnings	1.40%	1.36%
Based on Interest Rate Credited to Participants	1.64%	1.52%

NOTE 7 - Due to Participants

Due to participants consist of excess participant contributions to certain active participants. These excess contributions are the result of certain nondiscrimination provisions of the Plan.

NOTE 8 - Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it does have the right to do so at any time, subject to the provisions of ERISA. In the event that the Plan is terminated, participants will become eligible for immediate distribution of 100% of their accounts. Effective April 1, 2015, all assets of the Plan were transferred to the Cobham United States 401(k) Plan. As indicated in Note 1, in September 2014, the Plan Sponsor was acquired by Cobham PLC.

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

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

NOTE 9 - Related Party Transactions

Aeroflex Incorporated acts as the Plan Sponsor and the trustees of the Plan are officers of the Company.

NOTE 10 - Tax Status

The Plan adopted a volume submitter plan, which received a determination letter from the Internal Revenue Service dated May 11, 2009, which indicated that the plan document was 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 and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

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 (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the 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.

NOTE 11 - Risks 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 amounts reported in the statement of assets available for benefits.

NOTE 12 - Operational Errors

A computational error related to the determination of eligible compensation was identified relating to participant deferrals. Certain compensation for various participants was incorrectly excluded for the determination of participant deferrals. The Company intends to correct the operational errors in regards to the missed deferrals under the IRS Employee Plans Compliance Resolution System ("EPCRS"). This operational error is not expected to have a material effect on the Plan's net assets available for benefits, and the Company does not expect the EPCRS submission to affect the Plan's tax status.

AEROFLEX INCORPORATED EMPLOYEES' 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS
As of December 31, 2014 and 2013 and for the Year Ended December 31, 2014

NOTE 13 - Reconciliation of Financial Statements to Form 5500

The differences between the information reported in the financial statements and the information reported in the Form 5500 arise primarily from presenting investment contracts at fair value in the financial statements.

The following is a reconciliation of net assets available for benefits at December 31, 2014 and 2013:

<i>December 31,</i>	2014	2013
Net Assets Available for Benefits	\$205,155,988	\$194,375,926
Adjustment from Contract Value to Fair Value for Fully Benefit-Responsive Investment Contracts	501,122	281,625
Conversion in 5500 from Accrual to Cash Basis:		
Participant contributions receivable, current year	(101,696)	(92,518)
Interest receivable on notes receivable from participants, current year	(4,453)	(4,954)
Due to participants, current year	54,968	136,792
Net Assets per Form 5500	<u>\$205,605,929</u>	<u>\$194,696,871</u>

The following is a reconciliation of net increase to Form 5500:

December 31, 2014

Net Increase in Assets Available for Benefits	\$ 10,780,062
Adjustment from Contract Value to Fair Value for Fully Benefit-Responsive Investment Contracts, current year	219,497
Conversion in 5500 from Accrual to Cash Basis:	
Participant contributions receivable, current year	(101,696)
Participant contributions receivable, prior year	92,518
Interest receivable on notes receivable from participants, current year	(4,453)
Interest receivable on notes receivable from participants, prior year	4,954
Due to participants, current year	54,968
Due to participants, prior year	(136,792)
Net Increase per Form 5500	<u>\$ 10,909,058</u>

SUPPLEMENTAL SCHEDULE

AEROFLEX INCORPORATED
EMPLOYEES' 401(k) PLAN

SCHEDULE OF ASSETS (HELD AT END OF YEAR)
SCHEDULE H, LINE 4i; (EIN): 11-1974412; (PN): 002
December 31, 2014

(a)	(b)	(c)	(d)	(e)
Identity of issuer, borrower, lessor or similar party.	Description of investment (including maturity date, rate of interest, collateral par or maturity value).	Cost**	Current Value	
American Century Livestrong 2015 A	Mutual Fund	\$	1,319,815	
American Century Livestrong 2020 A	Mutual Fund		2,394,068	
American Century Livestrong 2025 A	Mutual Fund		905,929	
American Century Livestrong 2030 A	Mutual Fund		442,447	
American Century Livestrong 2035 A	Mutual Fund		798,794	
American Century Livestrong 2040 A	Mutual Fund		728,168	
American Century Livestrong 2045 A	Mutual Fund		353,327	
American Century Livestrong 2050 A	Mutual Fund		245,183	
American Century Livestrong 2055 A	Mutual Fund		75,489	
American Century Livestrong Inc. A	Mutual Fund		372,759	
American Century Mid-Cap Value A	Mutual Fund		8,317,816	
American Funds Europacific Growth A	Mutual Fund		9,319,019	
Columbia Acorn Z	Mutual Fund		15,953,946	
Columbia Balanced Z	Mutual Fund		23,226,478	
Columbia Large-Cap Index Z	Mutual Fund		22,805,610	
Columbia Small-Cap Core Z	Mutual Fund		15,569,244	
JPMorgan Large-Cap Growth Fund A	Mutual Fund		20,093,373	
Lord Abbett High Yield I	Mutual Fund		798,482	
Oppenheimer Developing Markets A	Mutual Fund		1,381,945	
Pioneer Bond Y	Mutual Fund		13,621,306	
PIMCO Real Return Institutional	Mutual Fund		1,042,217	
PIMCO Commodity Real Return Strategy Institutional Class	Mutual Fund		201,123	
Premier Money Market	Money Market		492	
Prudential Global Real Estate A	Mutual Fund		973,048	
Putnam Equity Income Y	Mutual Fund		24,810,649	
Templeton Global Bond Fund A	Mutual Fund		997,922	
Wells Fargo Stable Return Fund M	Stable Asset Fund		35,741,722	
			<u>\$ 202,490,371</u>	
Notes Receivable from Participants	Bearing interest at varying rates from 4.25% to 10.50% per annum, maturing on various dates through November 2024.		<u>\$ 3,120,011</u>	

** Cost information not required when reporting investments directed by participants.

See independent auditors' report.