

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

Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>10/01/2014</u> and ending <u>09/30/2015</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>MOOG INC. EMPLOYEES' RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>06/30/1959</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MOOG INC.</u> <u>SENECA STREET AT JAMISON ROAD</u> <u>EAST AURORA, NY 14052-0018</u>	2b Employer Identification Number (EIN) <u>16-0757636</u> 2c Plan Sponsor's telephone number <u>716-652-2000</u> 2d Business code (see instructions) <u>336410</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	<u>Filed with authorized/valid electronic signature.</u>	<u>07/11/2016</u>	<u>GARY SZAKMARY</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		4b EIN	
a Sponsor's name		4c PN	
5 Total number of participants at the beginning of the plan year		5	6641
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)	3097
a(2) Total number of active participants at the end of the plan year		6a(2)	2858
b Retired or separated participants receiving benefits		6b	2034
c Other retired or separated participants entitled to future benefits.....		6c	1337
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	6229
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	372
f Total. Add lines 6d and 6e		6f	6601
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) ☐ A (Insurance Information)	0
		(4) ☒ C (Service Provider Information)	
		(5) ☒ D (DFE/Participating Plan Information)	
		(6) ☐ G (Financial Transaction Schedules)	

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

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

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

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

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

Receipt Confirmation Code _____

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2014 or fiscal plan year beginning 10/01/2014 and ending 09/30/2015	
Round off amounts to nearest dollar.	
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan MOOG INC. EMPLOYEES' RETIREMENT PLAN	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF MOOG INC.	D Employer Identification Number (EIN) 16-0757636
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information			
1	Enter the valuation date: Month 10 Day 01 Year 2014			
2	Assets:			
a	Market value	2a	628238224	
b	Actuarial value	2b	614628546	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a	For retired participants and beneficiaries receiving payment	2280	208937740	208937740
b	For terminated vested participants	1314	40148082	40148082
c	For active participants	3097	240557827	241701698
d	Total	6691	489643649	490787520
4	If the plan is in at-risk status, check the box and complete lines (a) and (b): ☐			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	6.52%	
6	Target normal cost	6	17212353	

Statement by Enrolled Actuary	
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.	
SIGN HERE	
Signature of actuary	07/08/2016
EMILY C. TADDEO	Date
Type or print name of actuary	14-07461
MERCER	Most recent enrollment number
Firm name	585-389-8701
70 LINDEN OAKS, SUITE 310 ROCHESTER, NY 14625	Telephone number (including area code)
Address of the firm	

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	43884283	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	43884283	0
10 Interest on line 9 using prior year's actual return of <u>9.86</u> %	4326990	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		42624440
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.35</u> %		2706652
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c Total available at beginning of current plan year to add to prefunding balance		45331092
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	48211273	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	115.40 %
15 Adjusted funding target attainment percentage	15	125.23 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	109.37 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/15/2015	10000000	0	06/10/2016	20000000	0
11/13/2015	5000000	0			
01/15/2016	10000000	0			
02/12/2016	5000000	0			
04/15/2016	10000000	0			
05/13/2016	5000000	0			
Totals ▶			18(b)	65000000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	59391860
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd

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

21 Discount rate:				
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 66
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	17212353	
b Excess assets, if applicable, but not greater than line 31a	31b	17212353	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	59391860	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	59391860	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) 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 10/01/2014 and ending 09/30/2015

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

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
GOLDMAN SACHS ASSETS MANAGEMENT, LP

13-3575636

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

98-0404814

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

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

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

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

GOLDMAN SACHS ASSET MANAGEMENT L.P.

13-3575636

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	INVESTMENT MANAGEMENT	799452	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

M AND T BANK

16-0538020

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	225136	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	ACTUARIAL	177716	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

JP MORGAN CHASE BANK

13-4994650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	INVESTMENT MANAGEMENT	134723	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

Q AND F ADMINISTRATION, INC

16-1302807

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	CONTRACT ADMINISTRATOR	95319	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WELLINGTON

23-2373765

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	INVESTMENT MANAGEMENT	74814	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

MONDRIAN INVESTMENT PARTNERS

98-0117968

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	INVESTMENT MANAGEMENT	69780	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WILLIAM BLAIR & COMPANY, LLC

36-2214610

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	INVESTMENT MANAGEMENT	43927	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SSGA

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	INVESTMENT MANAGEMENT	22996	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center; font-weight: bold;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large; font-weight: bold;">2014</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2014 or fiscal plan year beginning 10/01/2014 and ending 09/30/2015

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

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
(Complete as many entries as needed to report all interests in DFEs)	

a Name of MTIA, CCT, PSA, or 103-12 IE: GOLDMAN SACHS GLOBAL EQUITY STRATEG

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

c EIN-PN <u>13-3575636-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>40185750</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: GSCT TACTICAL EXPOSURE

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

c EIN-PN <u>13-3575636-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>30601226</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: SSGS MSCI EAFE INDEX NL FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST COMPANY

c EIN-PN <u>04-0025081-241</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>18082960</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>10/01/2014</u> and ending <u>09/30/2015</u>		
A Name of plan <u>MOOG INC. EMPLOYEES' RETIREMENT PLAN</u>		B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOOG INC.</u>		D Employer Identification Number (EIN) <u>16-0757636</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	3219715	4884279
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	45000000	65000000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	11593765	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	42893811	13471561
(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)	81341983	64760293
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	122147959	88869936
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	223688065	321234621
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	21324546	22357806

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	78874048	62213559
(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	630083892	642792055

Liabilities

g Benefit claims payable	1g	261333	273755
h Operating payables	1h	472222	0
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	733555	273755

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	629350337	642518300
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	65000000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		65000000
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)	1395504	
(C) Corporate debt instruments	2b(1)(C)	4875895	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	408013	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6679412
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2744935	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2744935
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	254484805	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	250066233	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		4418572
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-23555254	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-23555254

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		-2082548
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-15327765
c Other income.....	2c		17004
d Total income. Add all income amounts in column (b) and enter total.....	2d		37894356

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	22610195	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		22610195
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	177716	
(2) Contract administrator fees.....	2i(2)	95319	
(3) Investment advisory and management fees.....	2i(3)	1158114	
(4) Other.....	2i(4)	685049	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2116198
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		24726393

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		13167963
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: FREED MAXICK CPA, PC

(2) EIN: 45-4051133

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
4d			
e Was this plan covered by a fidelity bond?	X		10000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
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 10/01/2014 and ending 09/30/2015

A Name of plan <u>MOOG INC. EMPLOYEES' RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOOG INC.</u>	D Employer Identification Number (EIN) <u>16-0757636</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>16-0538020</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	<u>1</u>

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

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☒ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☒ Macaulay duration ☐ Modified duration ☐ Other (specify):

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Moog Inc. Employees' Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Moog Inc. Employees' Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of September 30, 2015 and 2014, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Manufacturers and Traders Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee hold the Plan's assets and execute transactions. The Plan Administrator has obtained certifications from the trustee as of September 30, 2015 and 2014, and for the years then ended, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedules of (1) Schedule H, line 4i - Schedule of Assets (Held at End of Year), and (2) Schedule H, line 4j - Schedule of Reportable Transactions as of or for the year ended September 30, 2015, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. These supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

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

Freed Maxick CPAs, P.C.

Buffalo, New York

July 8, 2016

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29			32 34,545	4							36
30-34			91 26,942	25 26,339	5						121
35-39			70 38,955	64 31,401	41 29,401	2					177
40-44			81 47,858	55 49,594	80 52,717	18	4				238
45-49			83 52,003	65 61,220	103 71,408	29 67,025	53 67,468	7			340
50-54			112 59,844	81 61,348	120 67,244	27 77,246	111 85,162	93 75,236	26 72,929		570
55-59			109 75,952	58 57,612	93 65,083	41 74,344	106 94,615	165 91,088	197 65,729	54 65,024	823
60-64			82 60,245	28 72,129	53 70,492	25 67,039	59 70,969	105 92,292	123 75,327	132 70,388	607
65-69			18	12	15	7	17	24 72,560	22 69,051	43 65,965	158
70 & up			2	4	2		1	3	4	11	27
Total			680	396	512	149	351	397	372	240	3,097

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2013 limited to \$255,000 and includes \$0 for active participants not accruing benefits. Average pay is not shown for cells with fewer than 20 participants.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for October 1, 2014 Funding Valuation**

Discount rate sponsor elections

• Segment rates or full yield curve	Segment		
• Look-back months	4		
	<u>Stabilized rates</u>	<u>Nonstabilized rates</u>	
• First 5 years	4.99%	1.16%	
• Next 15 years	6.32%	4.04%	
• Over 20 years	6.99%	5.11%	

Rationale: The interest rates for funding calculations are prescribed by the IRS.

Mortality sponsor elections

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

Other economic assumptions

• Salary increases	<u>Age</u>	<u>Rate</u>
	Under 35	5.75%
	35 – 44	4.50
	45 – 54	3.50
	55+	2.75

Rationale: The salary increase assumption is based on a study completed in March 2012, using valuation data from the 2006 – 2010 plan years.

- Inflation 2.50% per year

Rationale: This assumption is based on a comparison of nominal and inflation adjusted yields on various treasury securities. We review the reasonableness of this assumption annually based on information published periodically by Mercer Investment Consulting in its *Capital Markets Outlook*.

- Expected investment return 8.000% per year for the 2014 plan year.
8.375% per year for the 2013 plan year.
8.500% per year for the 2011 and 2012 plan years.

Rationale: The expected investment return is based the plan sponsor's selection of the expected asset return for accounting purposes, which was determined based on the current asset allocation, investment strategy, and expectations for future asset returns. In determining expected future returns for each asset class, the plan sponsor relied on information provided by their investment advisors. Mercer verified that the expected investment return is reasonable based on the plan's current and target asset allocations and the simulated range of investment returns using capital market assumptions published in Mercer Investment Consulting's *Capital Markets Outlook*.

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

-
- Expenses Administrative expenses are estimated based on the prior year's actual expenses, adjusted for known differences. The amount included for 2014 is \$800,000.
-

Demographic assumptions

• Withdrawal- sample rates		<u>Attained Age</u>	<u>Percentage</u>
		25	11.4%
		30	7.0%
		40	4.0%
		50	2.8%
		55	2.4%
• Disability incidence	None		
• Retirement age		<u>Attained Age</u>	<u>Percentage</u>
		62	15%
		63	15%
		64	15%
		65	25%
		66	25%
		67	20%
		68	10%
		69	15%
		70	20%
		71	100%
• Benefit commencement age for			
— Future vested deferred	65		
— Current vested deferred	65		
• Spouse assumptions		<u>Male participants</u>	<u>Female participants</u>
	— Percentage married	80%	80%
	— Spouse age difference	3 years younger	3 years older

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

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

Actuarial Methods for Funding

Asset Methods

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

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

Participant Methods

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

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

Minimum Funding Methods

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

A detailed description of the calculation follows:

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

Schedule H, Line 4j - Schedule of Reportable Transactions
September 30, 2015

Identity of Party Involved	Description of Assets	Number of Purchases/Sales	Purchase Price	Selling Price	Average Cost of Assets	Current Value of Asset on Transaction Date	Net Gain/(Loss)
Category i - Single Transactions in Excess of 5% of Plan Assets							
Federated Institutional High-Yield Bond Fund (U.S.)	Registered Investment Co.	3,235,437	—	32,386,728	32,386,728	32,545,095	(158,367)
GS Multi-Manager Non-Core Fixed Income Fund*	Registered Investment Co.	4,100,000	41,000,000	—	41,000,000	41,000,000	—
GS Multi-Manager Global Equity Fund*	Registered Investment Co.	8,775,510	86,000,000	—	86,000,000	86,000,000	—
GS Multi-Manager Real Assets Strategy Fund*	Registered Investment Co.	3,857,868	38,000,000	—	38,000,000	38,000,000	—
Wilmington U.S. Treasury Money Market Fund*	Money Market Fund	56,390,714	56,390,714	—	56,390,714	56,390,714	—
Wilmington U.S. Treasury Money Market Fund*	Money Market Fund	45,000,000	—	45,000,000	45,000,000	45,000,000	—
Wilmington U.S. Treasury Money Market Fund*	Money Market Fund	32,386,728	32,386,728	—	32,386,728	32,386,728	—
Wilmington U.S. Treasury Money Market Fund*	Money Market Fund	32,386,728	—	32,386,728	32,386,728	32,386,728	—
Category iii - A Series of Transactions in Excess of 5% of Plan Assets							
Federated Institutional High-Yield Bond Fund (U.S.)	Registered Investment Co.	6	886,871	—	886,871	886,871	—
Federated Institutional High-Yield Bond Fund (U.S.)	Registered Investment Co.	1	—	32,386,728	32,386,728	32,545,095	(158,367)
GS Multi-Manager Non-Core Fixed Income Fund*	Registered Investment Co.	7	41,878,866	—	41,878,866	41,878,866	—
GS Multi-Manager Global Equity Fund*	Registered Investment Co.	1	86,000,000	—	86,000,000	86,000,000	—
GS Multi-Manager Real Assets Strategy Fund*	Registered Investment Co.	1	38,000,000	—	38,000,000	38,000,000	—
Wilmington U.S. Treasury Money Market Fund*	Money Market Fund	850	411,386,730	—	411,386,730	411,386,730	—
Wilmington U.S. Treasury Money Market Fund*	Money Market Fund	645	—	440,808,990	440,808,990	440,808,990	—
Emerging Markets Equity Managers*	Limited Partnerships	2	8,000,000	—	8,000,000	8,000,000	—
Emerging Markets Equity Managers*	Limited Partnerships	3	—	27,761,732	27,761,732	32,761,682	(4,999,950)
Non-US Equity Managers*	Limited Partnerships	2	9,000,000	—	9,000,000	9,000,000	—
Non-US Equity Managers*	Limited Partnerships	2	—	29,255,746	29,255,746	27,818,998	1,436,748
SSGS MSCI EAFE Index NL Fund (FD12)	Common Collective Trust	3	5,500,000	—	5,500,000	5,500,000	—
SSGS MSCI EAFE Index NL Fund (FD12)	Common Collective Trust	6	—	27,595,310	27,595,310	28,844,579	(1,249,269)

*Denotes a party-in-interest

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

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning 10/01/2014 and ending 09/30/2015

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

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

A Name of plan MOOG INC. EMPLOYEES' RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF MOOG INC.	D Employer Identification Number (EIN) 16-0757636	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>10</u> Day <u>01</u> Year <u>2014</u>			
2 Assets:			
a Market value	2a	628,238,224	
b Actuarial value	2b	614,628,546	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	2,280	208,937,740	208,937,740
b For terminated vested participants	1,314	40,148,082	40,148,082
c For active participants	3,097	240,557,827	241,701,698
d Total	6,691	489,643,649	490,787,520
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.52%	
6 Target normal cost	6	17,212,353	

Statement by Enrolled Actuary

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

SIGN HERE	<div style="font-family: cursive; font-size: 1.2em; color: blue;">ECT</div> Signature of actuary EMILY C. TADDEO Type or print name of actuary MERCER Firm name 70 LINDEN OAKS, SUITE 310 ROCHESTER NY 14625 Address of the firm	<div style="font-family: cursive; font-size: 1.2em; color: blue;">7/8/2016</div> Date 1407461 Most recent enrollment number 585-389-8701 Telephone number (including area code)
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Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	43,884,283	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	43,884,283	0
10	Interest on line 9 using prior year's actual return of <u>9.86</u> %	4,326,990	0
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		42,624,440
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.35</u> %		2,706,652
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		
c	Total available at beginning of current plan year to add to prefunding balance		45,331,092
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	48,211,273	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	115.40 %
15	Adjusted funding target attainment percentage	15	125.23 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	109.37 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/15/2015	10,000,000	0			
11/13/2015	5,000,000	0			
01/15/2016	10,000,000	0			
02/12/2016	5,000,000	0			
04/15/2016	10,000,000	0			
05/13/2016	5,000,000	0			
06/10/2016	20,000,000	0			
Totals ▶			18(b)	65,000,000	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 59,391,860
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

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

21 Discount rate:				
a Segment rates:	1st segment: 4.99%	2nd segment: 6.32%	3rd segment: 6.99%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 66
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	17,212,353	
b Excess assets, if applicable, but not greater than line 31a	31b	17,212,353	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	59,391,860	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	59,391,860	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB, line 22 — Description of Weighted Average Retirement Age

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

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

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

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

Schedule SB, Part V — Summary of Plan Provisions

• Accrued benefit	<p>Amount of Benefit: (a) + (b), subject to a minimum of (c):</p> <p>a. For service prior to October 1, 1990: 1.15% of the first \$20,000 of prior service compensation plus 1.75% of such compensation in excess of \$20,000, for each year of prior service, or if greater, the accrued benefit under the prior accrual formula as of September 30, 1990.</p> <p>b. For service after September 30, 1990: 1.15% of compensation up to \$20,000 plus 1.75% of the excess, for each year until completion of 35 years of credited service (prior and future), plus 1.75% of all compensation in each year subsequent to completion of 35 years of credited service.</p> <p>c. A participant with at least five years of service shall be entitled to a minimum annual benefit of \$2,400 per year, prorated for less than 15 years of credited service.</p>
Normal retirement	
• Eligibility	Age 65
• Benefit	The accrued benefit
Early retirement	
• Eligibility	Age 55 with 15 years of credited service
• Benefit	The accrued benefit reduced 0.5% for each month benefit commencement precedes age 65. Benefit may not commence before age 55.

Schedule SB, Part V — Summary of Plan Provisions

Late retirement	
• Eligibility	Retirement after normal retirement age
• Benefit	The accrued benefit
Deferred vested	
• Eligibility	The accrued benefit is nonforfeitable after five years of service.
• Benefit	Accrued benefit payable at normal retirement date. A participant with 15 years of service may elect early commencement of benefits after age 55 on an actuarially reduced basis.
Disability	
• Eligibility	Total and permanent disability
• Benefit	Accrued benefit actuarially reduced for commencement prior to normal retirement.
Pre-retirement death	
• Eligibility	A life annuity is payable to the surviving spouse of a member whose death occurs after becoming vested, but prior to retirement.
• Benefit	The amount payable to the surviving spouse is 50% of the member's benefit determined as if he separated from service on the date of death, survived to his earliest retirement date, elected the joint and 50% survivor option, and then died. If the member is younger than age 55 at death, the survivor benefit may commence as early as the date the member would have attained age 50, with the benefit actuarially reduced further for earlier commencement.
Form of benefits	
• Automatic form for unmarried participants	Life annuity
• Automatic form for married participants	Qualified joint and 50% survivor annuity (can elect different optional form with spousal consent)
• Optional forms	<ul style="list-style-type: none"> • Joint and 100%, 75%, 66 2/3%, 50% contingent annuitant • Social Security level option • Term certain and life
• Optional form conversion factors	Interest – 6% per annum; Mortality – 50% male/50% female blend of the UP94 Mortality Tables projected to 2002 using scale AA.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2014, the limit is \$260,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2014, the limit is \$210,000.

Schedule SB, Part V — Summary of Plan Provisions

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|-----------------|--|
| • Miscellaneous | Employees who transferred employment to Carleton Technologies, Inc. on August 10, 1987 will have their service with Carleton Technologies, Inc. credited towards meeting the service eligibility requirements for vesting, early retirement and disability benefits. |
|-----------------|--|
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Benefits Included or Excluded

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

- **Most recent plan amendments included:** No amendments subsequent to the October 1, 2011 restatement have been included.
- **Plan amendments excluded:** None.
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
 - *Deferred vested participants:* The plan requires deferred vested participants to commence their benefits at normal retirement age. Deferred vested participants who commence after their normal retirement age have their benefit calculated as of their normal retirement date and receive a one-time payment representing missed payments with interest.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Schedule SB, Part V — Summary of Plan Provisions

Plan Provisions Specific to Funding

Additional Benefits Included or Excluded

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

Plan Provision Changes Since Prior Valuation

Maximum compensation and maximum benefit limits under IRS rules were updated from 2013 to 2014.

Schedule H, Line 4i - Schedule of Assets
(Held at End of Year)
September 30, 2015

Identity of Issuer/Description	Cost	Fair Value
Shares of Registered Investment Companies		
GS Multi-Manager Non-Core Fixed Income Fund*	\$ 41,878,866	\$ 38,517,007
GS Multi-Manager Real Assets Strategy Fund*	38,000,000	35,646,701
GS Multi-Manager Global Equity Fund*	86,000,000	78,102,041
	<u>165,878,866</u>	<u>152,265,749</u>
Moog Inc. * Common Stock		
Class A	977,292	8,057,620
Class B	2,743,560	54,155,939
	<u>3,720,852</u>	<u>62,213,559</u>
Fixed Income Funds		
21st Century Fox America Inc 3.700% 9/15/24	102,625	100,057
21st Century Fox America Inc 4.750% 9/15/44	47,610	49,219
21st Century Fox America Inc 5.400% 10/01/43	713,512	688,590
21st Century Fox America Inc 6.150% 2/15/41	235,993	228,096
Abbey National Treasury Services PLC 4.000% 4/27/16	79,305	76,350
Abbvie Inc 2.500% 5/14/20	49,795	49,724
Abbvie Inc 3.200% 11/06/22	24,951	24,979
Abbvie Inc 3.600% 5/14/25	449,212	443,821
Abbvie Inc 4.700% 5/14/45	596,964	582,144
Aberdeen Loan Funding Ltd. 0.8896% 11/01/18	309,932	309,932
Acis Clo Ltd 1.1492% 10/14/22	582,349	582,349
Acis Clo Ltd 1.4606% 4/18/24	1,358,000	1,358,000
Actavis Funding SCS 4.550% 3/15/35	199,140	184,012
Actavis Funding SCS 4.850% 6/15/44	347,426	319,001
Actavis Inc. 4.625% 10/01/42	501,540	485,305
Adjustable Rate Mortgage Trust 2.64983% 4/25/35	13,169	13,226
Aetna Inc 4.125% 11/15/42	161,777	161,371
AID-Israel 5.500% 12/04/23	89,307	92,404
AID-Israel 5.500% 4/26/24	59,714	61,892
AID-Israel 5.500% 9/18/23	294,937	275,965
AID-Israel 5.500% 9/18/33	180,985	197,617
AIG SunAmerica Global Financing 6.900% 3/15/32	95,616	96,758
Alcoa Inc 5.125% 10/01/24	236,812	214,312
Alleghany Corp 4.900% 9/15/44	223,457	218,554
Altria Group Inc 4.000% 1/31/24	104,296	103,562
Altria Group Inc 5.375% 1/31/44	789,330	815,363
Amazon.com Inc 3.300% 12/05/21	49,814	51,708
Amazon.com Inc 4.950% 12/05/44	270,149	280,929
American Campus Communities Operating Partnership LP 3.750% 4/15/23	75,996	74,102

Fixed Income Funds (continued)

American Express Co 6.800% 9/01/66	330,750	303,375
American Home Mortgage Assets Trust 2007-1 0.89925% 2/25/47	98,310	99,522
American International Group Inc 3.750% 7/10/25	224,219	228,494
American International Group Inc 4.500% 7/16/44	175,470	171,833
American International Group Inc 4.800% 7/10/45	297,783	306,258
American Municipal Power-Ohio Inc 5.939% 2/15/47	153,765	175,511
American Tower Corp 3.400% 2/15/19	25,230	25,735
AmerisourceBergen Corp 4.250% 3/01/45	177,068	163,469
Amgen Inc 4.400% 5/01/45	188,186	183,632
Amphenol Corp 3.125% 9/15/21	25,449	25,268
Anadarko Petroleum Corp 3.450% 7/15/24	25,390	24,243
Anadarko Petroleum Corp 4.500% 7/15/44	310,059	266,850
Anadarko Petroleum Corp 6.450% 9/15/36	584,757	544,569
Anheuser-Busch Worldwide Inc 2.500% 7/15/22	96,300	95,688
Antero Resources Corp 5.625% 6/01/23	50,063	43,875
Apache Corp 4.250% 1/15/44	607,522	531,406
Apache Corp 4.750% 4/15/43	312,655	270,708
Appalachian Power Co 7.000% 4/01/38	245,368	258,354
Apple Inc 3.850% 5/04/43	566,320	574,554
ARC Properties Operating Partnership LP	47,427	47,688
Arch Capital Group Ltd 7.350% 5/01/34	130,746	132,047
Arch Capital Group US Inc 5.144% 11/01/43	372,035	366,353
Arizona Public Service Co 4.500% 4/01/42	432,548	416,920
Arizona Public Service Co 5.050% 9/01/41	96,288	101,167
AT&T Inc 3.400% 5/15/25	440,847	429,525
AT&T Inc 4.500% 5/15/35	199,422	182,964
AT&T Inc Fixed 4.350% 6/15/45	1,018,476	1,029,996
AT&T Inc Fixed 5.550% 8/15/41	280,333	268,911
AXA Financial Inc 7.000% 4/01/28	128,502	127,340
Banc of America Funding Corp 7.000% 10/25/37	81,573	79,139
Bank of America Corp 4.125% 1/22/24	178,538	182,943
Bank of America Corp 5.000% 1/21/44	1,200,725	1,211,042
Bank of America Corp 6.110% 1/29/37	561,084	546,364
Bank of America Corp Medium Term Note 4.000% 4/01/24	103,853	102,931
Bank of Tokyo-Mitsubishi UFJ Ltd 4.700% 3/10/44	352,793	380,237
Barclays Bank CP V-Q VAR CPN 4/13/16	250,000	249,970
BAT International Finance PLC 3.950% 6/15/25	74,773	78,007
Bay Area Toll Authority-Toll Bridge Revenue 6.263% 4/01/49	97,612	99,713
Beam Suntory Inc 3.250% 5/15/22	100,564	98,465
Bear Stearns Alt-A Trust 2.39319% 7/25/35	59,620	60,209

Fixed Income Funds (continued)

Becton Dickinson and Co 2.675% 12/15/19	50,000	50,560
Berkshire Hathaway Energy Co 5.950% 5/15/37	443,162	448,366
Berkshire Hathaway Energy Co 6.125% 4/01/36	947,468	945,250
Berkshire Hathaway Finance Corp 4.300% 5/15/43	369,803	370,878
Boeing Co/The 3.500% 3/01/45	96,286	90,007
British Telecommunications PLC 9.625% 12/15/30	194,269	186,396
Burlington North Santa Fe, LLC 4.450% 3/15/43	592,431	571,846
California St 7.500% 4/01/34	273,080	280,460
California St 7.600% 11/01/40	247,819	256,758
California St 7.625% 3/01/40	315,715	323,293
Canadian Natural Resources Ltd 6.500% 2/15/37	60,724	51,267
Cargill Inc 6.125% 9/15/36	206,850	218,236
Cargill Inc 6.625% 9/15/37	269,536	263,780
CBRE Services Inc 5.250% 3/15/25	50,750	50,691
CCO Holdings LLC 5.250% 9/30/22	118,800	112,500
CCO Holdings LLC/CCO Holdings Capital Corp 7.000% 1/15/19	45,788	44,880
CCO Safari II 6.484% 10/23/45	557,558	554,868
CCO Safari II LLC 4.464% 7/23/22	99,531	100,053
CCO Safari II LLC 4.908% 7/23/25	50,061	49,760
Celgene Corp 4.625% 5/15/44	572,964	545,548
Chesapeake Energy Corp 5.750% 3/15/23	26,188	16,305
Chicago Transit Authority 6.899% 12/01/40	207,947	196,798
CHL Mortgage Pass-Through Trust 2004-HYB6 2.55325% 11/20/34	16,270	16,435
CHS/Community Health Systems Inc 8.000% 11/15/19	53,312	52,031
Chubb Corp/The 6.375% 3/29/67	316,750	295,875
Cigna Corp 5.375% 2/15/42	122,939	130,112
Citigroup Inc 3.750% 6/16/24	76,670	76,283
Citigroup Inc 4.450% 9/29/27	373,275	372,979
Citigroup Inc 5.300% 5/06/44	399,875	390,191
City of Chicago Illinois 5.432% 1/01/42	45,062	42,467
City of Chicago Illinois 7.517% 1/01/40	114,688	100,265
City of Chicago Illinois 7.781% 1/01/35	326,001	287,028
City of San Francisco CA Public Utilities Commission Water Revenue 6.000% 11/01/40	29,663	30,369
City of San Francisco CA Public Utilities Commission Water Revenue 6.950% 11/01/50	330,438	351,280
Clean Harbors Inc 5.250% 8/01/20	318,000	303,000
Colombia Government International Bond 5.000% 6/15/45	207,500	168,700
Colombia Government International Bond 5.625% 2/26/44	423,700	368,080
Comcast Corp 3.375% 8/15/25	75,819	75,577
Comcast Corp 6.450% 3/15/37	310,512	316,382
Comcast Corp 6.500% 11/15/35	93,638	95,461

Fixed Income Funds (continued)

Commonwealth Edison Company 5.900% 3/15/36	964,481	935,929
Commonwealth of Puerto Rico 8.000% 7/01/35	392,611	318,737
Compass Bank 5.500% 4/01/20	77,482	80,722
ConAgra Foods Inc 3.200% 1/25/23	49,630	47,974
ConAgra Foods Inc 4.650% 1/25/43	192,400	189,376
ConocoPhillips 4.300% 11/15/44	53,322	47,336
ConocoPhillips 6.500% 2/01/39	1,020,762	955,655
Consumers Energy Co 3.950% 5/15/43	24,956	24,423
Continental Resources Inc/OK 4.900% 6/01/44	96,816	71,491
Countrywide Alternative Loan Trust 1.62269% 9/25/35	11,781	11,987
Countrywide Alternative Loan Trust 1.76276% 6/25/35	37,627	39,341
Countrywide Alternative Loan Trust 2.4951% 12/25/35	21,227	21,731
Countrywide Alternative Loan Trust 6.000% 7/25/37	30,796	35,827
Credit Suisse Group 3.800% 9/15/22	249,573	249,715
Credit Suisse Group AG 6.250% 12/29/49	125,000	117,188
Credit Suisse Group AG 7.500% 12/11/49	649,650	624,750
Credit Suisse of New York, New York 3.625% 9/09/24	348,026	350,581
Credit Suisse USA Inc 7.125% 7/15/32	102,184	98,929
Crown Castle International Corp 5.250% 1/15/23	50,313	52,885
CSX Corp 4.500% 8/01/54	273,177	254,988
CSX Corp 6.150% 5/01/37	240,317	230,681
CSX Corp 6.220% 4/30/40	143,513	144,810
CVS Health Corp 3.375% 8/12/24	50,641	50,241
CVS Health Corp 3.500% 7/20/22	24,989	25,821
CVS Health Corp 4.000% 12/05/23	212,480	211,892
CVS Health Corp 4.875% 7/20/35	246,107	262,317
CVS Health Corp 5.125% 7/20/45	448,357	483,727
CVS Health Corp 5.750% 5/15/41	387,215	381,160
CVS Health Corp 6.125% 9/15/39	109,336	109,018
Danaher Corp 4.375% 9/15/45	224,514	232,720
Devon Energy Corp 3.250% 5/15/22	25,365	24,007
Devon Energy Corp 4.750% 5/15/42	215,099	176,812
Devon Energy Corp 5.600% 7/15/41	676,263	579,696
DIRECTV Holdings LLC/Direct Financing Co Inc 3.950% 1/15/25	24,828	24,521
DIRECTV Holdings LLC/DIRECTV Financing Company Inc 3.800% 3/15/22	77,004	75,489
Discover Financial Services 3.750% 3/04/25	49,942	48,423
Discover Financial Services 5.200% 4/27/22	168,515	160,023
Dominican Republic International Bond 5.875% 4/18/24	164,480	158,368
Dominion Resources Inc/VA 4.700% 12/01/44	99,647	99,063
Duke Energy Carolinas LLC 4.000% 9/30/42	171,952	177,048

Fixed Income Funds (continued)

Eastman Chemical Co 3.800% 3/15/25	50,422	48,809
Eastman Chemical Co 4.650% 10/15/44	494,237	456,955
Ecolab Inc 5.500% 12/08/41	590,342	588,141
Ecopetrol SA 7.375% 9/18/43	119,700	95,676
Education Realty Operating Partnership LP 4.600% 12/01/24	49,996	50,156
Electricite de France (EDF) 6.950% 1/26/39	422,544	427,076
EMD Finance LLC 2.950% 3/19/22	74,868	74,107
EMD Finance LLC 3.250% 3/19/25	457,162	445,910
Enbridge Inc 3.500% 6/10/24	24,384	22,605
Energy Transfer Partners LP 5.950% 10/01/43	171,537	132,572
Ensco PLC 5.750% 10/01/44	143,002	103,768
Enterprise Products Operating LLC 4.850% 3/15/44	83,449	66,860
Enterprise Products Operating LLC 5.100% 2/15/45	515,505	456,390
Enterprise Products Operating LLC 5.700% 2/15/42	279,950	250,248
Enterprise Products Operating LLC 7.550% 4/15/38	264,640	240,208
Enterprise Products Operating LLC 8.375% 8/01/66	86,016	73,781
EOG Resources Inc 3.900% 4/01/35	83,690	75,594
ERAC USA Finance LLC 5.625% 3/15/42	220,224	214,474
Fannie Mae Pool #889004 2.438% 8/01/37	136,794	136,346
Fannie Mae Pool #AB5919 3.000% 8/01/42	76,673	80,836
Fannie Mae Pool #AB7121 3.000% 12/01/42	33,458	35,255
Fannie Mae Pool #AB7268 3.000% 12/01/42	64,631	68,103
Fannie Mae Pool #AB7269 3.000% 12/01/42	67,883	71,539
Fannie Mae Pool #AB7424 3.000% 12/01/42	72,276	76,161
Fannie Mae Pool #AB7456 3.000% 1/01/43	66,268	69,828
Fannie Mae Pool #AD0490 5.500% 8/01/37	181,423	187,649
Fannie Mae Pool #AL2966 3.000% 12/01/42	23,689	24,972
Fannie Mae Pool #AL3365 6.000% 3/01/43	370,988	381,853
Fannie Mae Pool #AL4316 7.000% 11/01/43	58,013	61,922
Fannie Mae Pool #AQ5152 3.000% 11/01/42	19,310	20,360
Fannie Mae Pool #AQ5342 3.000% 12/01/42	24,913	26,257
Fannie Mae Pool #AQ5402 3.000% 12/01/42	25,593	26,971
Fannie Mae Pool #AQ6758 3.000% 12/01/42	23,731	25,006
Fannie Mae Pool #AQ7935 3.000% 12/01/42	39,042	41,149
Fannie Mae Pool #AQ8484 3.000% 1/01/43	26,929	28,375
Fannie Mae Pool #AQ8657 3.000% 12/01/42	20,256	21,344
Fannie Mae Pool #AR1153 3.000% 1/01/43	52,051	54,849
Fannie Mae Pool #AZ9171 3.500% 9/01/45	519,297	522,070
Fannie Mae Pool #AZ9172 3.500% 9/01/45	519,297	522,070
Fannie Mae Principal Strips 5/15/30	78,558	92,387

Fixed Income Funds (continued)

Fannie Mae REMICS 7.000% 10/25/42	37,489	39,478
Fannie Mae REMICS 7.000% 7/25/42	46,371	48,989
Farmers Exchange Capital III 5.454% 10/15/54	309,440	318,253
Fed Republic of Brazil 7.125% 1/20/37	464,398	345,580
Federal Farm Credit Banks 3.040% 5/27/31	1,396,651	1,343,692
Federal Farm Credit Banks 3.100% 2/17/32	1,095,663	1,054,405
Federal Farm Credit Banks 3.500% 12/20/23	1,198,234	1,302,192
Federal Home Loan Banks 3.000% 9/10/21	307,093	320,289
Federal Home Loan Banks 5.500% 7/15/36	73,819	79,338
Federal Home Loan Mortgage Corp 12/17/29	572,704	681,142
Federal Home Loan Mortgage Corp 2.375% 1/13/22	230,296	226,580
Federal Home Loan Mortgage Corp Freddie Mac Gold Pool 3.531% 6/25/20	149,102	161,826
Federal Home Loan Mortgage Corp Multifamily Structured Pass-Through Certificates 3.490% 1/25/24	203,985	213,696
Federal Home Loan Mortgage Corp SER K151 CMO 3.511% 4/25/30	815,918	840,376
Federal Home Loan Mortgage Corp SER K714 CMO 3.034% 10/25/20	203,993	210,874
Federal National Mortgage Association 6.250% 5/15/29	884,093	880,834
Federal National Mortgage Association 6.625% 11/15/30	1,752,595	1,826,420
Federal National Mortgage Association 7.125% 1/15/30	314,001	337,165
First Horizon Mortgage Pass-Through Trust 2.64416% 12/25/34	5,368	5,562
Fiserv Inc 2.700% 6/01/20	49,916	50,394
Ford Motor Co 4.750% 1/15/43	569,603	548,759
Ford Motor Credit Co 5.000% 5/15/18	222,542	212,718
Ford Motor Credit Co 7.450% 7/16/31	160,964	155,276
Forest Laboratories Inc 4.375% 2/01/19	80,011	79,382
Forest Laboratories Inc 5.000% 12/15/21	54,225	54,239
Freddie Mac Gold Pool #A40357 5.500% 11/01/35	3,824	3,943
Freddie Mac Gold Pool #A48700 4.500% 5/01/36	11,038	11,190
Freddie Mac Gold Pool #A56539 4.500% 1/01/37	62,826	63,574
Freddie Mac Gold Pool #A61567 5.500% 9/01/34	11,919	12,274
Freddie Mac Gold Pool #A83000 5.500% 11/01/38	4,842	5,032
Freddie Mac Gold Pool #G04232 5.500% 3/01/38	72,317	73,970
Freddie Mac Gold Pool #G04272 5.500% 4/01/38	27,093	27,736
Freddie Mac Gold Pool #G04774 4.500% 1/01/38	443,015	451,090
Freddie Mac Gold Pool #G06694 5.500% 6/01/40	15,181	15,531
Freddie Mac Gold Pool #G06817 5.500% 5/01/40	102,964	105,513
Freddie Mac Gold Pool #G06875 5.500% 12/01/38	9,862	10,017
Freddie Mac Gold Pool #G07505 7.000% 2/01/39	116,741	121,774
Freeport-McMoRan Inc 4.550% 11/14/24	72,707	55,875
Freeport-McMoRan Inc 5.400% 11/14/34	276,114	192,415
Freeport-McMoRan Inc 5.450% 3/15/43	128,450	90,350

Fixed Income Funds (continued)

GE Capital Trust 6.375% 11/15/67	53,115	53,625
General Electric Capital Corp 6.150% 8/07/37	990,131	1,074,950
General Electric Capital Corp MTN 5.875% 1/14/38	526,188	530,009
General Motors Financial Co Inc 3.500% 7/10/19	77,250	75,776
Gilead Sciences Inc 4.800% 4/01/44	294,017	286,662
Ginnie Mae II Pool #MA3034 3.500% 8/20/45	1,043,642	1,047,403
Ginnie Mae II Pool #MA3105 3.500% 9/20/45	52,015	52,477
GMAC Mortgage Corporation Loan Trust 3.03803% 6/25/34	18,632	18,350
GMACM Home Equity Loan Trust 2007-HE3 7.000% 9/25/37	8,390	8,503
GMACM Home Equity Loan Trust 2007-HE3 7.000% 9/25/37	7,821	7,847
GSCT High Yield Fund*	1,968,718	1,961,945
Guardian Life Insurance Co 4.875% 6/19/64	373,744	362,258
HCP Inc 4.250% 11/15/23	49,770	50,323
HCP Inc 6.750% 2/01/41	279,495	271,680
Health Care REIT Inc 4.125% 4/01/19	53,996	52,851
Health Care REIT Inc 5.125% 3/15/43	340,511	348,520
Health Care REIT Inc 5.750% 1/15/21	56,789	56,033
Heineken NV 4.000% 10/01/42	283,161	271,815
Hess Corp 5.600% 2/15/41	108,491	93,190
Hewlett-Packard Co 2.600% 9/15/17	73,466	76,113
Hewlett-Packard Co 2.750% 1/14/19	49,977	50,787
Hewlett-Packard Co 6.000% 9/15/41	66,107	58,982
Home Depot, Inc 4.200% 4/01/43	409,483	424,150
Home Depot, Inc 4.875% 2/15/44	488,108	516,071
HSBC Holdings PLC 6.500% 5/02/36	442,804	443,449
HSBC Holdings PLC 6.500% 9/15/37	768,902	761,416
Humana Inc 4.950% 10/01/44	119,951	121,874
IndyMac INDX Mortgage Loan Trust 2.49532% 8/25/35	38,383	38,478
ING Bank NV 5.800% 9/25/23	655,236	650,514
Intel Corp 3.700% 7/29/25	49,925	51,298
Intel Corp 4.900% 7/29/45	378,619	388,189
Intelsat Jackson Holdings SA 7.250% 4/01/19	104,438	93,750
Inter-American Development Bank 4.375% 1/24/44	105,904	120,804
Inter-American Development Bank 6.750% 7/15/27	775,318	813,280
Inter-American Development Bank 7.000% 6/15/25	1,171,584	1,200,955
International Lease Finance Corp 6.750% 9/01/16	26,906	25,875
International Lease Finance Corp 7.125% 9/01/18	28,312	27,497
Intesa Sanpaolo SPA 5.017% 6/26/24	325,000	320,710
Intesa Sanpaolo SPA 5.250% 1/12/24	564,490	560,521
J.P. Morgan Chase Commercial Mortgage Securities Trust 2006-CIBC14 5.552% 5/12/45	104,619	93,009

Fixed Income Funds (continued)

JPMorgan Chase & Co 3.625% 5/13/24	178,340	177,431
JPMorgan Chase & Co 4.400% 7/22/20	109,645	107,971
JPMorgan Chase & Co 4.850% 2/01/44	1,199,817	1,176,525
Kentucky Utilities Co 5.125% 11/01/40	135,530	135,782
KFW 1.125% 8/06/18	199,640	200,296
Kinder Morgan Energy Partners, L.P. 5.000% 3/01/43	319,288	273,532
Kinder Morgan Energy Partners, L.P. 5.050% 2/15/46	49,892	39,673
Kinder Morgan Energy Partners, L.P.-El Paso Pipeline 7.500% 11/15/40	300,619	251,254
Kraft Foods Group Inc 5.000% 6/04/42	506,122	492,326
Kraft Heinz Foods Co 2.800% 7/02/20	24,943	25,164
Kraft Heinz Foods Co 3.950% 7/15/25	49,934	51,159
Kraft Heinz Foods Co 4.875% 2/15/25	473,538	462,098
Kraft Heinz Foods Co 5.200% 7/15/45	350,674	370,667
Kroger Co/The 5.150% 8/01/43	327,335	290,416
Laboratory Corp of America Holdings 4.700% 2/01/45	148,854	137,059
Lehman XS Trust CMO V-M 0.3839% 11/25/46	14,725	14,444
Lehman XS Trust CMO V-M 1.0405% 9/25/47	144,250	142,822
Lloyds Banking Group 4.500% 11/04/24	323,164	326,706
Lockheed Martin Corp 3.800% 3/01/45	247,300	227,990
Los Angeles Community College District 6.750% 8/01/49	411,990	414,606
Lowe's Cos Inc 4.375% 9/15/45	122,040	126,444
LyondellBasell Industries NV 4.625% 2/26/55	516,353	445,247
Macquarie Banks Ltd 6.625% 4/07/21	57,817	56,045
Macy's Retail Holdings Inc. 6.375% 3/15/37	569,089	520,464
Magellan Midstream Partners LP 4.200% 3/15/45	74,974	62,375
MASTR Adjustable Rate Mortgages Trust CMO V- 1.04925% 12/25/46	30,303	35,595
McGraw-Hill Inc 6.550% 11/15/37	142,494	144,622
McKesson Corp 2.284% 3/15/19	100,000	100,210
McKesson Corp 4.883% 3/15/44	250,240	228,895
McKesson Corp 6.000% 3/01/41	240,133	247,930
MDC Holdings Inc 5.625% 2/01/20	83,250	77,812
MDC Holdings Inc 6.000% 1/15/43	214,304	198,450
Mead Johnson Nutrition Co 4.600% 6/01/44	249,597	234,167
Medtronic Inc 2.500% 3/15/20	24,975	25,337
Medtronic Inc 3.150% 3/15/22	24,948	25,357
Medtronic Inc 4.625% 3/15/45	475,000	489,772
MEG Energy Corp 6.375% 1/30/23	47,750	39,125
Merck & Co Inc 3.700% 2/10/45	248,562	229,372
Metropolitan Transit Authority-New York City 7.336% 11/15/39	69,956	72,564
Metropolitan Water Reclamation District of Greater Chicago 5.720% 12/01/38	228,322	233,532

Fixed Income Funds (continued)

Mexico Government International Bond 3.625% 3/15/22	30,540	30,168
Mexico Government International Bond 4.600% 1/23/46	1,338,168	1,182,503
Mexico Government International Bond 4.750% 3/08/44	496,930	456,960
Mexico Government International Bond 5.500% 1/21/45	1,499,724	1,415,988
Mexico Government International Bond 5.750% 10/12/10	519,872	492,900
MGM Resorts International 7.500% 6/01/16	53,375	51,375
Microsoft Corp 3.750% 2/12/45	576,384	554,388
MidAmerican Energy Co 5.750% 11/01/35	119,422	123,012
ML-CFC Commercial Mortgage Trust 6.0618% 6/12/46	82,185	72,579
Molson Coors Brewing Co 5.000% 5/01/42	366,503	308,612
Monsanto Co 4.400% 7/15/44	133,746	108,294
Monsanto Co 4.700% 7/15/64	198,166	172,116
Morgan Stanley 3.700% 10/23/24	775,021	778,697
Morgan Stanley 3.950% 4/23/27	298,920	288,924
Morgan Stanley 4.300% 1/27/45	371,140	380,152
Morgan Stanley Global Medium Term Notes 6.375% 7/24/42	368,455	368,607
Morgan Stanley Medium Term Notes 3.875% 4/29/24	25,662	25,535
Morgan Stanley Medium Term Notes 4.000% 7/23/25	25,477	25,550
Morgan Stanley Mortgage Loan Trust 2.46331% 9/25/34	10,714	10,757
Morgan Stanley Mortgage Loan Trust 2.481% 10/25/34	113,623	112,145
Municipal Electric Authority of Georgia 6.655% 4/01/57	393,824	409,934
Nationwide Building Society Medium Term Note 3.900% 7/21/25	373,586	383,464
NBCUniversal Media LLC 4.375% 4/01/21	83,345	82,168
NBCUniversal Media LLC 4.450% 1/15/43	318,243	333,613
NBCUniversal Media LLC 5.950% 4/01/41	932,347	939,574
NBCUniversal Media LLC 6.400% 4/30/40	77,545	74,938
NCUA Guaranteed Notes 1.840% 10/07/20	2,458	2,443
NCUA Guaranteed Notes 3.000% 6/12/19	95,242	95,677
Neuberger Berman Group LLC/Neuberger Berman Finance Corp 4.875% 4/15/45	124,221	114,515
Nevada Power Co 6.650% 4/01/36	183,929	191,094
New Jersey State Turnpike Authority 7.414% 1/01/40	246,993	241,987
New Jersey Transportation Trust Fund Authority 6.561% 12/15/40	251,278	205,756
New York State Dormitory Authority 5.389% 3/15/40	197,848	210,182
Nike Inc 3.625% 5/01/43	130,884	145,342
Noble Energy Inc 5.250% 11/15/43	124,661	106,621
Northrop Grumman Corp 3.850% 4/15/45	299,919	269,991
Northwestern Mutual Life Insurance Company 6.063% 3/30/40	508,820	511,438
Nucor Corporation 5.200% 8/01/43	438,438	440,625
Occidental Petroleum Corp 4.625% 6/15/45	123,661	125,851
Ocean Trails CLO 0.536% 10/12/20	264,071	264,071

Fixed Income Funds (continued)

OCP CLO Ltd 1.5691% 11/22/23	475,000	475,000
Oracle Corp 2.500% 5/15/22	49,824	49,273
Oracle Corp 4.125% 5/15/45	558,020	566,154
Oriental Republic of Uruguay 4.125% 11/20/45	171,570	165,900
OSFI Fund V Ltd 1.4995% 4/17/25	919,460	919,460
Pacific Gas & Electric Co 4.300% 3/15/45	392,640	396,684
Pacific Gas & Electric Co 5.800% 3/01/37	320,444	326,829
Paragon Mortgages No 12 PLC 0.5405% 11/15/38	196,071	183,534
Parker-Hannifin Corp 4.450% 11/21/44	274,637	285,731
Penske Truck Leasing Co Lp/PTL Finance Corp 3.050% 1/09/20	76,535	75,662
Pernod-Ricard Sa 4.450% 1/15/22	27,768	26,260
Pernod-Ricard Sa 5.500% 1/15/42	872,444	856,672
Peruvian Government International Bond 5.625% 11/18/50	511,985	482,032
Petro-Canada 6.800% 5/15/38	474,652	454,941
Petroleos de Venezuela SA 6.000% 5/16/24	7,390	6,412
Petroleos Mexicanos 6.500% 6/02/41	342,225	248,346
Petroleos Mexicanos 6.500% 6/02/41	201,662	201,662
Philip Morris International Inc 3.875% 8/21/42	199,630	203,399
Philip Morris International Inc 6.375% 5/16/38	335,607	336,501
Port Authority of New York & New Jersey 4.458% 10/01/62	164,685	169,113
Port Authority of New York & New Jersey 4.960% 8/01/46	50,721	54,280
Progress Energy, Inc 6.000% 12/01/39	546,370	560,025
Progress Energy, Inc 7.000% 10/30/31	160,842	158,502
Prudential Financial, Inc 5.375% 5/15/45	25,000	24,812
Prudential Financial, Inc 6.200% 11/15/40	716,337	689,540
Public Service Company of Oklahoma 6.625% 11/15/37	183,205	195,129
Puerto Rico Sales Tax Financing Corp var cpn 8/01/32	18,765	9,990
Puget Sound Energy Inc 6.974% 6/01/67	234,902	192,291
Qualcomm Inc 4.800% 5/20/45	149,196	131,173
Red River CLO Ltd 0.5701% 7/27/18	309,566	309,566
Reliance Standard Life Global Funding II 2.500% 1/15/20	24,915	25,038
Republic of Colombia 6.125% 1/18/41	166,500	148,425
Republic of Panama 4.300% 4/29/53	191,360	189,750
Republic of Panama 6.700% 1/26/36	146,250	151,250
Republic of Peru 6.550% 3/14/37	24,975	23,660
Republic of Turkey 6.000% 1/14/41	306,187	301,196
Republic of Turkey 6.750% 5/30/40	209,000	210,100
Republic of Turkey 6.875% 3/17/36	159,750	162,105
Republic of Turkey 8.000% 2/14/34	227,050	229,026
Republic of Venezuela 8.250% 10/13/24	17,865	13,240

Fixed Income Funds (continued)

Republic of Venezuela 9.000% 5/07/23	3,925	3,391
Residential Accredit Loans, Inc 1.19925% 1/25/46	35,365	34,168
Residential Funding Mtg Sec I 2.849% 9/25/35	24,195	23,971
Residual Funding Corp Principal Strips z-cpn 7/15/20	509,168	529,000
Reynolds American Inc 4.450% 6/12/25	202,033	209,272
Reynolds American Inc 4.850% 9/15/23	360,650	348,647
Reynolds American Inc 5.700% 8/15/35	174,227	190,167
Reynolds American Inc 5.850% 8/15/45	594,758	639,728
Rio Tinto Finance USA Ltd 5.200% 11/02/40	311,925	280,827
Royal Bank of Scotland Group PLC 5.125% 5/28/24	126,922	125,992
Royal Bank of Scotland Group PLC 6.000% 12/19/23	108,038	106,467
Royal Bank of Scotland Group PLC 7.500% 12/29/49	304,125	299,343
Royal Bank of Scotland PLC/The 9.500% 3/16/22	342,375	326,640
SABMiller Holdings Inc. 4.950% 1/15/42	333,541	333,541
Sally Holdings/Sally CAP 6.875% 11/15/19	26,469	25,938
Santander UK PLC 5.000% 11/07/23	368,904	363,839
Select Income REIT 4.500% 2/01/25	146,985	144,267
Senior Housing Properties Trust 3.250% 5/01/19	24,982	25,154
Senior Housing Properties Trust 4.750% 5/01/24	299,052	300,768
Sequoia Mortgage Trust 0.40275% 7/20/36	99,956	102,586
Shell International 4.550% 8/12/43	130,117	125,782
Shell International Finance BV 3.625% 8/21/42	152,835	154,441
Sherwin-Williams Co 4.550% 8/01/45	198,800	208,136
Simon Property Group LP 6.750% 2/01/40	648,869	651,771
Southwestern Public Service Co 6.000% 10/01/36	179,177	179,121
Starbucks Corp 4.300% 6/15/45	224,096	230,573
State of Illinois 5.100% 6/01/33	198,308	187,442
State of Illinois 6.630% 2/01/35	109,026	103,714
State of Illinois 6.725% 4/01/35	165,067	155,335
State of Illinois 7.350% 7/01/35	301,855	272,725
Structured Adjustable Rate Mortgage Loan Trust 2.45321% 5/25/34	22,805	22,620
Structured Adjustable Rate Mortgage Loan Trust 2.47444% 12/25/33	1,913	1,882
Structured Adjustable Rate Mortgage Loan Trust 2.51196% 9/25/34	12,072	12,091
Structured Adjustable Rate Mortgage Loan Trust 2.5645% 2/25/36	81,133	85,581
Student Loan Consolidation Center Student Loan 1.4139% 10/25/27	93,651	94,070
Sumitomo Mitsui Financia 4.436% 4/02/24	575,432	566,665
Suncor Energy Inc 6.500% 6/15/38	186,188	179,715
Sunoco Logistics Partner 5.300% 4/01/44	31,763	24,265
Sunoco Logistics Partner 5.350% 5/15/45	78,472	60,950
Sunoco Logistics Partner 6.100% 2/15/42	40,510	31,376

Fixed Income Funds (continued)

Synchrony Financial 3.000% 8/15/19	76,607	75,594
Sysco Corp 4.850% 10/01/45	437	437
TD Ameritrade Holding Co 2.950% 4/01/22	49,882	50,351
Teachers Insurance & Annuity Association of America 4.900% 9/15/44	39,963	41,148
Teachers Insurance & Annuity Association of America 6.850% 12/16/39	421,270	400,682
Telefonica Emisiones 7.045% 6/20/36	207,587	175,908
Tennessee Gas Pipeline Company, LLC 7.000% 10/15/28	184,026	165,437
Tennessee Gas Pipeline Company, LLC 7.625% 4/01/37	97,781	78,440
Tennessee Gas Pipeline Company, LLC 8.375% 6/15/32	234,773	182,578
Tennessee Valley Authority 3.875% 2/15/21	434,728	443,512
Tennessee Valley Authority 4.625% 9/15/60	115,319	131,561
Tennessee Valley Authority 4.875% 1/15/48	217,394	245,097
Tennessee Valley Authority 7.125% 5/01/30	271,814	287,598
Tiffany & Co 4.900% 10/01/44	174,290	169,127
Time Warner Cable Inc 4.500% 9/15/42	44,398	39,531
Time Warner Cable Inc 5.500% 9/01/41	244,045	214,946
Time Warner Cable Inc 5.875% 11/15/40	165,023	152,293
Time Warner Cable Inc 7.300% 7/01/38	262,470	214,713
Time Warner Inc 4.850% 7/15/45	173,068	171,749
Time Warner Inc 5.375% 10/15/41	311,852	309,567
TransAtlantic Holdings 8.000% 11/30/39	232,307	233,877
TransCanada PipeLines Ltd 6.350% 5/15/67	403,261	345,938
UBS Group Funding 4.125% 9/24/25	449,159	447,836
United States Treasury Inflation Indexed Bonds 0.125% 1/15/22	560,026	565,131
United States Treasury Inflation Indexed Bonds 0.125% 4/15/16	106,985	107,058
United States Treasury Inflation Indexed Bonds 0.125% 7/15/24	240,387	239,742
United States Treasury Inflation Indexed Bonds 0.375% 7/15/23	979,891	977,506
United States Treasury Inflation Indexed Bonds 0.375% 7/15/25	295,461	294,092
United States Treasury Inflation Indexed Bonds 0.625% 1/15/24	1,008,488	987,334
United States Treasury Inflation Indexed Bonds 1.375% 2/15/44	584,709	561,044
United States Treasury Inflation Indexed Bonds 2.500% 1/15/29	840,767	833,434
United States Treasury Note/Bond 1.250% 1/31/20	199,633	199,786
United States Treasury Note/Bond 1.375% 2/29/20	696,474	703,192
United States Treasury Note/Bond 1.375% 3/31/20	2,198,729	2,206,644
United States Treasury Note/Bond 1.625% 12/31/19	228,750	233,450
United States Treasury Note/Bond 1.625% 6/30/20	3,730,994	3,746,694
United States Treasury Note/Bond 1.750% 2/28/22	1,189,449	1,203,840
United States Treasury Note/Bond 1.750% 9/30/22	796,701	799,584
United States Treasury Note/Bond 2.000% 10/31/21	1,598,129	1,633,200
United States Treasury Note/Bond 2.000% 7/31/22	599,181	610,296

Fixed Income Funds (continued)

United States Treasury Note/Bond 2.250% 11/15/24	2,363,080	2,343,010
United States Treasury Note/Bond 2.250% 4/30/21	414,431	415,136
United States Treasury Note/Bond 2.375% 8/15/24	198,024	205,990
United States Treasury Note/Bond 2.500% 5/15/24	98,776	104,164
United States Treasury Note/Bond 2.750% 11/15/42	177,813	194,718
United States Treasury Note/Bond 2.875% 8/15/45	799,198	799,600
United States Treasury Note/Bond 3.000% 11/15/44	1,562,316	1,531,755
United States Treasury Note/Bond 3.000% 5/15/45	562,451	583,315
United States Treasury Note/Bond 3.375% 5/15/44	1,287,911	1,426,789
United States Treasury Note/Bond 3.625% 2/15/44	10,687,533	10,694,721
United States Treasury Note/Bond 3.625% 8/15/43	6,335,656	7,135,828
United States Treasury Note/Bond 3.750% 11/15/43	1,004,646	1,059,633
United States Treasury Strip Coupon 11/15/26	184,811	211,514
United States Treasury Strip Principal 2/15/29	837,564	874,308
UnitedHealth Group Inc 4.250% 3/15/43	365,028	386,030
UnitedHealth Group Inc 4.375% 3/15/42	426,505	412,940
UnitedHealth Group Inc 4.625% 7/15/35	174,979	184,650
UnitedHealth Group Inc 4.750% 7/15/45	199,178	211,122
University of California 5.946% 5/15/45	174,840	182,951
University of California 6.548% 5/15/48	214,869	223,550
University of Missouri 5.792% 11/01/41	92,287	95,027
Valero Energy Corp 3.650% 3/15/25	24,927	24,011
Valero Energy Corp 4.900% 3/15/45	174,289	155,788
Valmont Industries, Inc 5.250% 10/01/54	95,682	88,014
Venezuela Government International Bond 9.250% 9/15/27	4,138	3,958
Venezuela Government International Bond 9.375% 1/13/34	3,950	3,450
Ventas Realty LP 5.700% 9/30/43	286,193	276,652
Verizon Communications Inc 2.450% 11/01/22	212,800	236,085
Verizon Communications Inc 3.500% 11/01/24	1,756,899	1,745,198
Verizon Communications Inc 4.150% 3/15/24	24,959	25,859
Verizon Communications Inc 4.500% 9/15/20	152,033	162,494
Verizon Communications Inc 4.522% 9/15/48	1,001,881	976,336
Verizon Communications Inc 4.862% 8/21/46	885,930	871,133
Verizon Communications Inc 5.150% 9/15/23	56,267	55,234
Verizon Communications Inc 6.000% 4/01/41	478,943	458,228
Verizon Global Funding Corporation 5.850% 9/15/35	473,824	462,914
Voya Financial, Inc 5.700% 7/15/43	341,160	345,996
VRX Escrow Corp 5.875% 5/15/23	25,000	23,891
W.R. Berkley Corporation 4.750% 8/01/44	273,609	271,411
Wachovia Bank Commercial Mortgage Trust 5.608% 5/15/46	452,116	431,706

Fixed Income Funds (continued)

Walgreen Co 4.400% 9/15/42	519,168	489,412
Walgreens Boots Alliance 2.700% 11/18/19	74,909	76,013
Walgreens Boots Alliance 3.800% 11/18/24	24,942	24,866
Walgreens Boots Alliance 4.500% 11/18/34	322,839	308,090
Wal-Mart Stores Inc 5.250% 9/01/35	101,576	103,966
Wal-Mart Stores Inc 5.625% 4/15/41	1,250,925	1,268,925
WAMU Mortgage Pass-Through Certificates 0.89925% 2/25/47	23,801	27,493
WAMU Mortgage Pass-Through Certificates 2.46103% 6/25/34	18,877	18,718
Washington Mutual Mortgage Pass-Through Certificates 0.91925% 12/25/46	87,150	94,933
Washington Mutual Mortgage Pass-Through Certificates 1.03925% 11/25/46	10,756	12,658
WEA Finance LLC/Westfield UK & Europe Finance PLC 4.750% 9/17/44	503,077	482,295
Weatherford International Ltd 5.125% 9/15/20	71,733	56,646
Weatherford International Ltd. 6.750% 9/15/40	292,513	190,818
Wells Fargo & Co 5.606% 1/15/44	606,876	615,269
Wells Fargo & Co 3.900% 5/01/45	224,248	206,770
Western Gas Partners LP 3.950% 6/01/25	123,642	117,079
Western Gas Partners LP 5.450% 4/01/44	220,446	183,416
Williams Partners LP 3.900% 1/15/25	49,845	43,054
Williams Partners LP 5.100% 9/15/45	422,968	325,091
WW Grainer Inc 4.600% 6/15/45	224,818	236,999
Xcel Energy Inc 6.500% 7/01/36	95,907	93,401
Xstrata Finance Canada Ltd 2.450% 10/25/17	101,614	89,950
Xstrata Finance Canada Ltd 5.550% 10/25/42	112,325	88,200
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	170,602,267	168,968,872

Money Market Funds

Wilmington U.S. Treasury Money Market Fund*	13,471,561	13,471,561
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	13,471,561	13,471,561

Interest in Common Collective Trusts

Goldman Sachs Global Equity Strategy*	36,100,000	40,185,750
GSCT Tactical Exposure Fund*	30,000,000	30,601,226
SSGS MSCI EAFE Index NL Fund (FD12)	18,082,960	18,082,960
	<hr/>	<hr/>
	84,182,960	88,869,936

Limited Partnerships

Blackstone Capital Partners VI	9,448,778	11,834,320
Blackstone Energy Partners LP	8,561,899	11,256,928
Emerging Markets Equity Managers*	21,161,732	21,161,732
Mondrian International Small Cap Equity Fund	9,932,448	9,533,404
Private Equity Core Fund (QP) IV, LP	6,160,325	7,779,197
Vintage VI Manager LP	2,884,210	3,194,712
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	58,149,392	64,760,293

Insurance contracts and other

Global Tactical Trading Managers Ins*	5,787,912	6,344,732
Hedge Fund Opportunities*	14,245,831	16,013,074
	<u>20,033,743</u>	<u>22,357,806</u>
Total investments	\$ 516,039,641	\$ 572,907,776

*Denotes a party-in-interest

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

Schedule SB, line 24 — Change in Actuarial Assumptions

Actuarial Assumption Changes Since Prior Valuation

Funding

- The expected investment return was decreased from 8.375% for the 2013 plan year to 8.000% for the 2014 plan year
- The expected administrative expenses were decreased from \$1,035,000 to \$800,000 based on our expectations for the current year.