ALANCO TECHNOLOGIES INC
Form DEF 14A
December 28, 2006

ALANCO TECHNOLOGIES, INC.
15575 North 83rd Way, Suite 3
Scottsdale, Arizona 85260
(480) 607-1010

PROXY STATEMENT

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held January 30, 2007

TO THE SHAREHOLDERS OF ALANCO TECHNOLOGIES, INC.

NOTICE HEREBY IS GIVEN that the Annual Meeting of Shareholders of Alanco Technologies, Inc., an Arizona corporation ("Alanco" or the "Company"), will be held at 15575 North 83rd Way, Suite 3, Scottsdale, Arizona 85260, on January 30, 2007, at 10:00 a.m., Mountain Standard Time, and at any adjournment or postponement thereof, for the purpose of considering and acting upon the following Proposals:

Proposal No. 1 ELECTION OF DIRECTORS

Proposal No. 2 APPROVAL OF THE ALANCO 2006 STOCK OPTION PLAN

Proposal No. 3 APPROVAL OF THE ALANCO 2006 DIRECTORS AND OFFICERS STOCK OPTION PLAN

Proposal No. 4 APPROVAL OF WARRANTS ISSUED TO AFFILIATES OF THE COMPANY TO PURCHASE CLASS A COMMON STOCK FROM THE COMPANY

Proposal No. 5 APPROVAL OF ISSUANCE OF CLASS A COMMON STOCK AS PAYMENT IN LIEU OF CASH RELATED TO OBLIGATIONS INCURRED IN CONNECTION WITH THE COMPANY'S ACQUISITION OF STARTRAK SYSTEMS, LLC

Holders of the outstanding Common Stock and Preferred Stock of the Company of record at the close of business on December 8, 2006, will be entitled to notice of and to vote at the Meeting or at any adjournment or postponement thereof.

All shareholders, whether or not they expect to attend the Annual Meeting of Shareholders in person, are urged to sign and date the enclosed Proxy and return it promptly in the enclosed postage-paid envelope which requires no additional postage if mailed in the United States. The giving of a proxy will not affect your right to vote in person if you attend the Meeting.

BY ORDER OF THE BOARD OF DIRECTORS.

Scottsdale, Arizona
December 13, 2006

ADELE L. MACKINTOSH
SECRETARY

SUMMARY TERM SHEET

This summary term sheet highlights selected information about the proposals contained in this proxy statement and may not contain all of the information that is important to you. To understand the proposals more fully and for a complete description of the legal terms of the proposals, you should read carefully this entire proxy statement, including Appendices, and the documents we refer you to. We have included page number references parenthetically to direct you to the place in this proxy statement where you can find a more complete description of the topics presented in the summary.

The Meeting (Page 4)

Date, Time and Place, and Matters To Be Considered. The meeting will be held at 15575 North 83rd Way, Suite 3, Scottsdale, Arizona 85260, at 10:00 a.m., Mountain Standard Time, on Tuesday, January 30, 2007. Stockholders will be asked to consider and vote upon election of directors, approval of the Alanco 2006 Stock Option Plan, approval of the Alanco 2007 Directors and Officers Stock Option Plan, approval of warrants issued to affiliates of the Company to purchase Class A Common Stock from the Company, approval of issuance of Class A Common Stock as payment in lieu of cash related to obligations incurred in connection with the Company's acquisition of StarTrak Systems, LLC, and to transact such other business as may properly come before the meeting.

Record Date, Shares Entitled to Vote. You are entitled to vote at the meeting if you owned shares of Alanco common or preferred stock as of the close of business on the record date, which is December 8, 2006. On the record date, there were 20,153,705 common stock equivalent shares entitled to vote at the meeting. The Common Stock Equivalent shares are composed of the outstanding shares of Class A Common Stock and the shares of Common Stock into which the Series A and Series B Convertible Preferred Stock are convertible.

Vote Required. The affirmative vote of a majority of the votes cast, providing a quorum is present, is required to approve the proposals.

Solicitation of Proxies. The costs and expenses incurred in connection with printing, filing with the SEC and mailing the proxy statements shall be borne by the Company. In addition to solicitation by mail, our directors, officers, and regular employees may solicit proxies from stockholders by telephone, personal interview or otherwise. Our directors, officers, and employees will not receive additional compensation, but may be reimbursed for out-of-pocket expenses in connection with their solicitation of proxies. Brokers, nominees, fiduciaries, and other custodians have been requested to forward soliciting material to the beneficial owners of shares of Alanco Common Stock held of record by them, and such custodians will be reimbursed by us for their reasonable expenses.

Security Ownership of Certain Beneficial Owners and of Management (Page 5)

Security Ownership of Certain Beneficial Owners. As of December 8, 2006, to the best of our knowledge, there are four beneficial owners of 5% or more of the outstanding shares of Alanco common stock.

Security Ownership of Management. As of December 8, 2006, the directors and executive officers of Alanco owned, in the aggregate, 6,303,020 shares of Alanco common stock or common stock into which preferred stock is convertible, which equals approximately 31.3% of the Company's common stock equivalent on that date.

Proposal No. 1: Election of Directors

Purpose of Election: The current members of the Board of Directors were elected

at the last Annual Meeting of Shareholders held on January 20, 2006, with the exception of one new Board member who was appointed on June 30, 2006. The Company's Articles of Incorporation call for an election to be held at the regular annual meeting of stockholders.

Recommendations of the Alanco Board of Directors: The Company's Board of Directors recommends the election of the seven nominees listed in this proxy statement.

Proposal No. 2: Approval of the Alanco 2006 Stock Option Plan

Purpose of the Alanco 2006 Stock Option Plan: The purpose of the Plan is to advance the business and development of the Company and its shareholders by affording to Employees of the Company the opportunity to acquire an equity interest in the Company by the grant of Options to acquire shares of the Company's Common Stock., The Plan may issue Options to acquire up to 3,000,000 shares to Employees.

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Recommendations of the Alanco Board of Directors: The Board of Directors recommends approval of the Plan.

Proposal No. 3: Approval of the Alanco 2006 Directors and Officers Stock Option Plan

Purpose of the Alanco 2006 Directors and Officers Stock Option Plan: The purpose of the Plan is to advance the business and development of the Company and its shareholders by affording to Directors and Executive Officers of the Company the opportunity to acquire an equity interest in the Company by the grant of Options to acquire shares of the Company's Common Stock, The Plan may issue Options to acquire up to 1,000,000 shares to Employees.

Recommendations of the Alanco Board of Directors: The Board of Directors recommends approval of the Plan.

Proposal No. 4: Approval of Warrants Issued to Affiliates of the Company to Purchase Class A Common Stock from the Company

Purpose of Approval of Warrants Issued to Affiliates: Pursuant to NASDAQ rules, certain issuances of securities of the Company to affiliates of the Company require approval of the Company's shareholders. The Company sold shares of its Class A Common Stock and Series A Convertible Preferred Stock to affiliates of the Company in transactions occurring in April through July of 2006. These transactions also included the issuance of Warrants to purchase additional shares of Class A Common Stock of the Company to the Company affiliates. This proposal is requesting shareholder approval related to the issuance of these warrants.

Recommendations of the Alanco Board of Directors: The Board of Directors has determined that issuance of the Warrants to the Company affiliates was in the best interests of the Company and its shareholders and recommends approval of the proposal.

Proposal No. 5: Approval of Issuance of Class A Common Stock as Payment in Lieu of Cash Related to Obligations Incurred in Connection with the Company's Acquisition of StarTrak Systems, LLC

Purpose of Issuance of Class A Common Stock: In a transaction structured as a merger between a newly formed subsidiary of the Company and a Delaware limited liability company, the Company acquired StarTrak Systems, LLC ("StarTrak")

effective June 30, 2006. The transaction resulted in the Company owning all of the membership interests in StarTrak and the previous StarTrak members ("Sellers") receiving shares of the Company's Class A Common Stock and the right to receive additional shares of the Company's Class A Common Stock, if approved by the Company's shareholders. Without shareholder approval, the Company is obligated to make a cash payment valued at the market price of the Class A Common shares that were to be issued. This proposal is not approval of the StarTrak acquisition, which has been completed; rather it is the shareholder approval required for the Company to issue shares of Class A Common Stock in lieu of cash for payment of future obligations.

Terms of the Transaction: Under the terms of the transaction, 2,000,000 shares of the Company's Class A Common Stock were issued at closing and 3,280,000 shares of Class A Common Stock will be issued upon approval by the shareholders following the Annual Shareholders Meeting. In addition, the Sellers have a right to receive two earn-out payments based upon the gross profits of the StarTrak business for fiscal years ending June 30, 2007 and June 30, 2008. Also related to the transaction is a commission payable to the investment banking firm involved in the business deal whereby the banking firm is due a fixed cash payment following the Annual Shareholders Meeting which, at the option of the Company, could be paid in shares of the Company's Common Stock. See page 17 of the Proxy Statement for further details related to the formula-based earn-out stock payments and the commission payments. In the event the issuance of these additional shares is not approved by the Alanco shareholders, the earn-out and commission payments shall be paid in cash.

Information about StarTrak: StarTrak, based in Morris Plains, New Jersey, is a leading provider of GPS tracking and wireless asset management services to the transportation industry and the dominant provider of tracking, monitoring and control services to the refrigerated or "Reefer" segment of the transportation marketplace. StarTrak offers complete integrated solutions for tracking, monitoring and controlling refrigerated trailers, trucks, railcars, and containers.

Recommendations of the Alanco Board of Directors: The Board of Directors has determined that it is in the best interests of Alanco and its shareholders that payment of all additional consideration to be paid to the Sellers should be paid in the form of the Company's Class A Common Stock rather than in cash and recommends approval of the proposal.

Selected Financial Data and Pro Forma Information (Page 21)

Selected Historical Financial Data. The unaudited Alanco financial statements for the quarter ended September 30, 2006 were filed timely with the SEC on Form 10-QSB. The audited financial statements of Alanco for the fiscal years ended June 30, 2006 and 2005 were filed timely on Form 10-KSB. Form 10-QSB for the period ended September 30, 2006 (provided in this proxy statement as Appendix C), and Form 10-KSB for the year ended June 30, 2006 are incorporated by reference in this Proxy Statement.

The audited consolidated balance sheets of StarTrak Systems LLC and Subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of operations, members' deficit and cash flows for the years then ended and the interim financial statements for the period ended March 31, 2006 are provided as Appendix A and Appendix B, respectively, in this proxy statement to assist you in your analysis of the financial aspects of StarTrak.

Selected Pro Forma Financial Data: The unaudited condensed pro forma combining Statement of Operations for StarTrak and Alanco for the twelve months ended June

30, 2005 and the nine months ended March 31, 2006, and the pro forma Balance Sheet as of March 31, 2006 are presented in this proxy statement on Page 22.

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PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD JANUARY 30, 2007

GENERAL INFORMATION

The enclosed Proxy is solicited by and on behalf of the Board of Directors of Alanco Technologies, Inc., an Arizona corporation (the "Company"), for use at the Company's Annual Meeting of Shareholders to be held at 15575 North 83rd Way, Suite 3, Scottsdale, Arizona 85260, on the 30th day of January, 2007, at 10:00 a.m., Mountain Standard Time, and at any adjournment or postponement thereof. It is anticipated that this Proxy Statement and the accompanying Proxy will be mailed to the Company's shareholders on or before January 2, 2007.

The expense of soliciting proxies, including the cost of preparing, assembling and mailing this proxy material to shareholders, will be borne by the Company. It is anticipated that solicitations of proxies for the Meeting will be made only by use of the mails; however, the Company may use the services of its Directors, Officers and employees to solicit proxies personally or by telephone without additional salary or compensation to them. Brokerage houses, custodians, nominees and fiduciaries will be requested to forward the proxy soliciting materials to the beneficial owners of the Company's shares held of record by such persons, and the Company will reimburse such persons for their reasonable out-of-pocket expenses incurred by them in that connection.

Shares not voting as a result of a proxy not marked or marked to abstain will be counted as part of total shares voting in order to determine whether or not a quorum has been achieved at the Meeting. Shares registered in the name of a broker-dealer or similar institution for beneficial owners to whom the broker-dealer distributed notice of the Annual Meeting and proxy information and which such beneficial owners have not returned proxies or otherwise instructed the broker-dealer as to voting of their shares, will be counted as part of the total shares voting in order to determine whether or not a quorum has been achieved at the Meeting.

All shares represented by valid proxies will be voted in accordance therewith at the Meeting unless such proxies have previously been revoked. Proxies may be revoked at any time prior to the time they are voted by: (a) delivering to the Secretary of the Company a written instrument of revocation bearing a date later than the date of the proxy; or (b) duly executing and delivering to the Secretary a subsequent proxy relating to the same shares; or (c) attending the

meeting and voting your proxy in person (although attendance at the Meeting will not in and of itself constitute revocation of a proxy.)

The Company's Annual Report to Shareholders for the fiscal year ended June 30, 2006, has been previously mailed or is being mailed simultaneously to the Company's shareholders and includes a copy of Form 10-KSB, which constitutes part of this proxy. All other information included in the Annual Report does not constitute part of these proxy soliciting materials.

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SHARES OUTSTANDING AND VOTING RIGHTS

Effective October 16, 2006, the Company effected a 2:5 reverse stock split. All references to both number of shares and price per share of Class A Common Stock issued and outstanding, options and warrants granted, and common stock equivalent shares are presented herein on a post-split basis.

Voting rights are vested in the holders of the Company's Common Stock and Preferred Stock. Only shareholders of record at the close of business on December 8, 2006, are entitled to notice of and to vote at the Meeting or any adjournment or postponement thereof. As of December 8, 2006, the Company had 15,494,995 shares of Class A Common Stock issued and outstanding, 3,549,061 shares of Series A Convertible Preferred Stock issued and outstanding and 76,890 shares of Series B Convertible Preferred Stock issued and outstanding. Each Class A Common share is entitled to one vote, each share of Series A Convertible Preferred stock is entitled to 1.2 votes (the equivalent number of common shares into which the Series A Convertible Preferred Stock is convertible), and each share of Series B Convertible Preferred stock is entitled to 5.2 votes (the equivalent number of common shares into which the Series B Convertible Preferred Stock is convertible). If the number of common shares into which the preferred stock is convertible (the "common stock equivalent") is considered, the total shares eligible to vote, including the common stock and the common stock equivalent, on the record date are 20,153,705 shares, each of which is entitled to one vote on all matters to be voted upon at the Meeting, including the election of Directors. No fractional shares are outstanding. A majority of the Company's outstanding voting stock represented in person or by proxy shall constitute a quorum at the Meeting. The affirmative vote of a majority of the votes cast, providing a quorum is present, is necessary to approve each proposal.

Each shareholder present, either in person or by proxy, will have cumulative voting rights with respect to the election of Directors. Under cumulative voting, each shareholder is entitled to as many votes as is equal to the number of shares of Common Stock (or common stock equivalent) of the Company held by the shareholder on the Record Date multiplied by the number of directors to be elected, and such votes may be cast for any single nominee or divided among two or more nominees. The seven nominees receiving the highest number of votes will be elected to the Board of Directors. There are no conditions precedent to the exercise of cumulative voting rights. Unless otherwise instructed in any proxy, the persons named in the form of proxy which accompanies this Proxy Statement (the "Proxy Holders") will vote the proxies received by them for the Company's seven nominees set forth in "Election of Directors" below. If additional persons are nominated for election as directors, the Proxy Holders intend, unless otherwise instructed in any proxy, to vote all proxies received by them in such manner in accordance with cumulative voting as will assure the election of as

many of the Company's nominees as possible, and, in such event, the specific nominees for whom votes will be cast will be determined by the Proxy Holders. If authority to vote for any nominee of the Company is withheld in any proxy, the Proxy Holders intend, unless otherwise instructed in such proxy, to vote the shares represented by such proxy, in their discretion, cumulatively for one or more of the other nominees of the Company.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND OF MANAGEMENT

Security Ownership of Certain Beneficial Owners

The following table sets forth certain information with respect to each shareholder known by Alanco to be the beneficial owner of more than 5% of the outstanding Alanco common stock or common stock equivalent as of December 8, 2006. Information regarding the stock ownership of Robert R. Kauffman, Alanco Chairman and Chief Executive Officer, Donald E. Anderson, Alanco Director, and Timothy P. Slifkin, Alanco Director and President and Chief Executive Officer of the Company's subsidiary, StarTrak Systems, LLC, is also shown in the table in the following section, Current Directors and Executive Officers.

Five Percent Owners

	Class A Common Shares Owned	Class A Common Shares Owned Percent of Class (6)	Series A Preferred Shares Owned (5)	Total Common Share Equivalent	Total Common Share Equivalent Owned Percent of Class (6)	Exercisable Stock Options and Warrants	O Op Wa
Technology Systems International, Inc. (1)	1,800,000	11.62%	--	1,800,000	8.93%	--	1,8
Donald E. Anderson (2)	1,328,504	8.57%	1,196,349	2,764,124	13.72%	1,012,000	3,7
Robert R. Kauffman (3)	232,800	1.50%	768,924	1,155,509	5.73%	1,409,000	2,5
Timothy P. Slifkin (4)	1,025,882	6.62%	--	1,025,882	5.09%	160,000	1,1

(1) Technology Systems International, Inc., a Nevada corporation, (TSIN) is an independent, private company, which was issued 2,400,000 shares of Alanco common stock in 2002 in connection with the acquisition of the assets of TSIN effective in June 2002. The only Form 13D filed by TSIN was filed on September 9, 2002, and indicated TSIN ownership of 2,400,000 Alanco common shares. TSIN is currently in bankruptcy proceedings and to our knowledge, no filings have been made by TSIN to adjust that initial Form 13D filing. However, based on stock transfer records and information obtained from public bankruptcy hearings, we believe the current TSIN ownership of Alanco common stock is approximately 1.8 million shares. To our knowledge, no person or entity owns enough TSIN shares that upon distribution of the Alanco shares to the TSIN shareholders such person would own in excess of 5% of Alanco. TSIN has previously indicated their intention to distribute the shares of Alanco common stock in excess of certain corporate litigation and liquidation expenses on a pro-rata basis to their shareholders; however, the shares have not been distributed as of the date of this Proxy Statement, and there is no assurance that the shares will be distributed. The address of TSIN is c/o Jill H. Ford, Trustee, P.O. Box 5845, Carefree, AZ 85377.

(2) Donald E. Anderson is a member of the Board of Directors of Alanco Technologies, Inc. The number of shares, options and warrants owned includes The Anderson Family Trust, owner of 1,027,264 shares of Alanco Class A Common Stock, 690,157 shares of Alanco Series A Convertible Preferred Stock and 690,000 exercisable warrants (includes 400,000 warrants which require shareholder approval prior to being exercisable - see Proposal No. 4 below); Programmed Land, Inc., owner of 293,240 shares of Alanco Class A Common Stock, 506,192 shares of Alanco Series A Convertible Preferred Stock and 200,000 exercisable warrants, both of which Mr. Anderson claims beneficial ownership; and 8,000 shares of Alanco Class A Common Stock and 122,000 exercisable options owned by Mr. Anderson. In addition to the exercisable stock options and warrants shown above, Donald Anderson also holds the following options: 15,000 options exercisable in fiscal year 2008, 25,000 options exercisable in fiscal year 2009, 25,000 options exercisable in fiscal year 2010, and 25,000 options exercisable in fiscal year 2011. The 1,196,349 shares of Series A Convertible Preferred Stock beneficially owned by Mr. Anderson represent 33.71% of the total Series A Convertible Preferred shares outstanding. Mr. Anderson's address is 11804 North Sundown Drive, Scottsdale, Arizona 85260.

(3) In addition to the shares shown above, Robert R. Kauffman, Alanco Chairman and Chief Executive Officer, also beneficially owns 455,000 shares of TSIN stock, representing an ownership position of less than 2% of the outstanding TSIN shares. If TSIN distributes the shares of Alanco common stock owned by TSIN to TSIN shareholders on a proportionate basis, Mr. Kauffman may acquire additional shares of Alanco common stock, thereby slightly increasing his percentage of Alanco common shares owned; but due to matters as discussed in Footnote 1 above, we are unable to accurately calculate the changes to Mr. Kauffman's ownership. Included in the 1,409,000 exercisable stock options and warrants shown above are 72,000 warrants which require shareholder approval prior to being exercisable - see Proposal No. 4 below. In addition to the exercisable stock options and warrants shown above, Robert Kauffman also holds the following options: 9,000 options exercisable in fiscal year 2008, 15,000 options exercisable in fiscal year 2009, 15,000 options exercisable in fiscal year 2010, and 15,000 options exercisable in fiscal year 2011. The 768,924 shares of Series A Convertible Preferred Stock beneficially owned by Mr. Kauffman represent 21.67% of the total Series A Convertible Preferred shares outstanding. The address for Mr. Kauffman is: c/o Alanco Technologies, Inc., 15575 North 83rd Way, Suite 3, Scottsdale, Arizona 85260.

(4) Timothy P. Slifkin is a Director of the Company as of June 30, 2006, and President and Chief Executive Officer of the Company's subsidiary, StarTrak Systems, LLC ("StarTrak"). The Company acquired StarTrak, a provider of GPS tracking and wireless asset management services to the transportation industry, effective June 30, 2006. In addition to the exercisable stock options and warrants shown above, Tim Slifkin also holds the following

options: 60,000 options exercisable in fiscal year 2007, 60,000 options exercisable in fiscal year 2008, 60,000 options exercisable in fiscal year 2009, and 60,000 options exercisable in fiscal year 2010. The address for Mr. Slifkin is: c/o StarTrak Systems, LLC, 106 American Road, Morris Plains, NJ 07950.

(5) Preferred Shares are Series A Convertible Preferred Stock, each share of which is convertible into 1.2 shares of Class A Common Stock. As of December 8, 2006, there are 3,549,061 shares of Series A Convertible Preferred Stock outstanding. The 5% owners do not own any shares of the Series B Convertible Preferred Stock.

(6) The percentages for Class A Common Stock shown are calculated based upon 15,494,995 shares of Class A Common Stock outstanding on December 8, 2006. The percentages for Total Common Stock Equivalent are calculated based upon 20,153,705 shares outstanding on December 8, 2006.

(7) In calculating the percentage of ownership, option and warrant shares are deemed to be outstanding for the purpose of computing the percentage of shares of common stock equivalent owned by such person, but are not deemed to be outstanding for the purpose of computing the percentage of shares of common stock equivalent owned by any other stockholders.

Current Directors and Executive Officers

The following table sets forth the number of exercisable stock options and warrants and the number of shares of the Company's Common Stock and Preferred Stock beneficially owned as of December 8, 2006, by individual directors and executive officers and by all directors and executive officers of the Company as a group.

The number of shares beneficially owned by each director or executive officer is determined under rules of the Securities and Exchange Commission, and the information is not necessarily indicative of the beneficial ownership for any other purpose. Unless otherwise indicated, each person has sole investment and voting power (or shares such power with his or her spouse) with respect to the shares set forth in the following table.

Securities of the Registrant Beneficially Owned (1)

Name of Beneficial Owner (2)	Class A Common Stock Shares Owned	Shares Owned Percent of Class (10)	Series A Preferred Stock Shares Owned	Shares Owned Percent of Class (10)	Total Common Stock Equivalent Owned	Shares Owned Percent of Class (10)	Exerci Sto Opti Warr
Robert R. Kauffman (3) Director/COB/CEO	232,800	1.50%	768,924	21.67%	1,155,509	5.73%	1,40
John A. Carlson (4) Director/EVP/CFO	100,257	0.65%	137,741	3.88%	265,547	1.32%	58
Harold S. Carpenter (5) Director	122,216	0.79%	306,754	8.64%	490,321	2.43%	27
James T. Hecker (6) Director	28,156	0.18%	28,804	0.81%	62,721	0.31%	16
Timothy P. Slifkin (7) Director/CEO-StarTrak	865,882	5.59%	0	0.00%	865,882	4.30%	16
Thomas C. LaVoy Director	22,106	0.14%	49,697	1.40%	81,743	0.41%	15
Donald E. Anderson (8) Director	1,328,504	8.57%	1,196,349	33.71%	2,764,124	13.72%	1,01
Greg M. Oester President - ATSI	23,155	0.15%	13,969	0.39%	39,918	0.20%	48
Thomas A. Robinson (9) EVP - StarTrak	577,255	3.73%	0	0.00%	577,255	2.86%	16
Officers and Directors as a Group (9 individuals)	3,300,331	21.30%	2,502,238	70.50%	6,303,020	31.27%	4,40

(1) Beneficial ownership is determined in accordance with the rules of the

Securities and Exchange Commission ("SEC") and generally indicates voting or investment power with respect to securities. In accordance with SEC rules, shares that may be acquired upon conversion or exercise of stock options, warrants or convertible securities which are currently exercisable or which become exercisable within 60 days are deemed beneficially owned. Except as indicated by footnote, and subject to community property laws where applicable, the persons or entities named in the table above have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned.

(2) COB is Chairman of the Board; CEO is Chief Executive Officer; EVP is Executive Vice President; CFO is Chief Financial Officer, ATSI is the Company's wholly-owned subsidiary, Alanco/TSI PRISM, Inc.

(3) In addition to the shares shown above, Robert R. Kauffman, Alanco Chairman and Chief Executive Officer, also beneficially owns 455,000 shares of TSIN stock, representing an ownership position of less than 2% of the outstanding TSIN shares. If TSIN distributes the shares of Alanco common stock owned by TSIN to TSIN shareholders on a proportionate basis, Mr. Kauffman may acquire additional shares of Alanco common stock, thereby slightly increasing his percentage of Alanco common shares owned; but due to matters as discussed in Footnote 1 to the Five Percent Owners table above, we are unable to accurately calculate the changes to Mr. Kauffman's ownership. Included in the 1,409,000 exercisable stock options and warrants shown above are 72,000 warrants which require shareholder approval prior to being exercisable - see Proposal No. 4 below. In addition to the exercisable stock options and warrants shown above, Robert Kauffman also holds the following options: 9,000 options exercisable in fiscal year 2008, 15,000 options exercisable in fiscal year 2009, 15,000 options exercisable in fiscal year 2010, and 15,000 options exercisable in fiscal year 2011. The 768,924 shares of Series A Convertible Preferred Stock beneficially owned by Mr. Kauffman represent 21.67% of the total Series A Convertible Preferred shares outstanding.

(4) In addition to the exercisable stock options and warrants shown above, John A. Carlson, Alanco Executive Vice President and Chief Financial Officer, also holds the following options: 3,000 options exercisable in fiscal year 2008, 5,000 options exercisable in fiscal year 2009, 5,000 options exercisable in fiscal year 2010, and 5,000 options exercisable in fiscal year 2011.

(5) Excludes 176,000 shares of Class A Common Stock, 338,404 shares of Series A Convertible Preferred Stock and 92,000 warrants to purchase Class A Common Stock owned by Heartland Systems Co., a company for which Mr. Carpenter serves as an officer. Mr. Carpenter disclaims beneficial ownership of such shares. In addition to the exercisable stock options and warrants shown above, Harold Carpenter also holds the following options: 6,000 options exercisable in fiscal year 2008, 10,000 options exercisable in fiscal year 2009, 10,000 options exercisable in fiscal year 2010, and 10,000 options exercisable in fiscal year 2011.

(6) Excludes 204,000 shares of Class A Common Stock, 434,345 shares of Series A Convertible Preferred Stock and 174,000 warrants to purchase Class A Common Stock owned by Rhino Fund LLLP. The fund is controlled by Rhino Capital Incorporated, for which Mr. Hecker serves as Treasurer and General Counsel. Mr. Hecker disclaims beneficial ownership of such shares.

(7) Timothy P. Slifkin is a Director of the Company as of June 30, 2006, and President and Chief Executive Officer of the Company's subsidiary, StarTrak Systems, LLC ("StarTrak"). The Company acquired StarTrak, a provider of GPS tracking and wireless asset management services to the transportation industry, effective June 30, 2006. In addition to the exercisable stock options and warrants shown above, Tim Slifkin also holds the following options: 60,000 options exercisable in fiscal year 2007, 60,000 options exercisable in fiscal year 2008, 60,000 options exercisable in fiscal year 2009, and 60,000 options exercisable in fiscal year 2010.

(8) Donald E. Anderson is a member of the Board of Directors of Alanco Technologies, Inc. The number of shares, options and warrants owned includes The Anderson Family Trust, owner of 1,027,264 shares of Alanco Class A Common Stock, 690,157 shares of Alanco Series A Convertible Preferred Stock and 690,000 exercisable warrants (includes 400,000 warrants which require shareholder approval prior to being exercisable - see Proposal No. 4 below); Programmed Land, Inc., owner of 293,240 shares of Alanco Class A Common Stock, 506,192 shares of Alanco Series A Convertible Preferred Stock and 200,000 exercisable warrants, both of which Mr. Anderson claims beneficial ownership; and 8,000 shares of Alanco Class A Common Stock and 122,000 exercisable options owned by Mr. Anderson. In addition to the exercisable stock options and warrants shown above, Donald Anderson also holds the following options: 15,000 options exercisable in fiscal year 2008, 25,000 options exercisable in fiscal year 2009, 25,000 options exercisable in fiscal year 2010, and 25,000 options exercisable in fiscal year 2011. The 1,196,349 shares of Series A Convertible Preferred Stock beneficially owned by Mr. Anderson represent 33.71% of the total Series A Convertible Preferred shares outstanding.

(9) Thomas A. Robinson is an Executive Vice President of the Company's subsidiary, StarTrak Systems, LLC ("StarTrak"). The Company acquired StarTrak, a provider of GPS tracking and wireless asset management

services to the transportation industry, effective June 30, 2006. In addition to the exercisable stock options and warrants shown above, Tom Robinson also holds the following options: 60,000 options exercisable in fiscal year 2007, 60,000 options exercisable in fiscal year 2008, 60,000 options exercisable in fiscal year 2009, and 60,000 options exercisable in fiscal year 2010.

(10) The percentages for Class A Common Stock shown are calculated based upon 15,494,995 shares of Class A Common Stock outstanding on December 8, 2006. The percentages for Series A Convertible Preferred Stock are calculated based upon 3,549,061 shares of Series A Convertible Preferred Stock outstanding on December 8, 2006, each share of which is convertible into 1.2 shares of Class A Common Stock. The percentages for Common Stock Equivalent shares are calculated based upon 20,153,705 Common Stock Equivalent shares outstanding as of December 8, 2006.

(11) The number and percentages shown include the shares of common stock equivalent actually owned as of December 8, 2006 and the shares of common stock that the identified person or group had a right to acquire within 60 days after December 8, 2006. The percentages shown are calculated based upon 20,153,705 Common Stock Equivalent shares outstanding as of December 8, 2006. In calculating the percentage of ownership, option and warrant shares are deemed to be outstanding for the purpose of computing the percentage of shares of common stock equivalent owned by such person, but are not deemed to be outstanding for the purpose of computing the percentage of shares of common stock equivalent owned by any other stockholders.

Meetings and Committees of the Board of Directors

The Board of Directors has a Compensation/Administration Committee, which was formed in 1995 and is comprised of Messrs. Harold S. Carpenter and James T. Hecker, who are independent directors of the Company. The Compensation/Administration Committee recommends to the Board the compensation of executive officers and serves as the Administrative Committee for the Company's Stock Option Plans. The Compensation/Administration Committee met three times during the fiscal year ended June 30, 2006.

The Board of Directors also has an Audit/Corporate Governance Committee. The Audit Committee was originally formed in 1995. In September 2004, the Board of

Directors approved a name change for the committee to Audit/Corporate Governance Committee to more accurately reflect the additional duties and responsibilities of the committee as required by the Sarbanes-Oxley Act of 2002. The Audit/Corporate Governance Committee, comprised of Messrs. Harold S. Carpenter, James T. Hecker, and Thomas C. LaVoy, all of whom are independent non-employee directors of the Company who have significant business experience and are deemed to be financially knowledgeable, serves as a liaison between the Board and the Company's auditor. The Audit/Corporate Governance Committee provides general oversight of the Company's financial reporting and disclosure practices, system of internal controls, and the Company's processes for monitoring compliance with Company policies. The Audit/Corporate Governance Committee reviews with the Company's independent auditors the scope of the audit for the year, the results of the audit when completed, and the independent auditor's fee for services performed. The Audit/Corporate Governance Committee also recommends independent auditors to the Board of Directors and reviews with management various matters related to its internal accounting controls. The Audit/Corporate Governance Committee is comprised of independent members as defined under the National Association of Securities Dealers listing standards. The Audit/Corporate Governance Committee met three times during the fiscal year ended June 30, 2006. All meetings held by the Board of Directors' committees were attended by each of the directors serving on such committees with the following exceptions: Mr. Hecker and Mr. LaVoy were each absent from one meeting for each committee on which they serve.

The final Board committee is the Nominating/Independent Directors Committee, which is comprised of Messrs. Harold S. Carpenter, James T. Hecker, Thomas C. LaVoy, and Donald E. Anderson, all members of the Company's Board of Directors who have been determined by the Board to meet the qualification as "independent" director as set forth in Rule 10A-3 of the Exchange Act. Per Board resolution, the Nominating/Independent Directors Committee approves all management nominations for members of the Company's Board of Directors. In addition, the Nominating/Independent Directors Committee meets in regularly scheduled executive sessions at which only the independent directors are present.

The Company's Board of Directors held three meetings during the fiscal year ended June 30, 2006, at which time all Directors were present, with the exception of Mr. Hecker and Mr. LaVoy, each being absent from one Board of Directors meeting. Mr. Slifkin was appointed to the Board on June 30, 2006. All current members of the Board of Directors' committees are expected to be nominated for reelection at a meeting of the Board of Directors following the annual meeting.

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Compliance with Section 16(a) of Securities Exchange Act of 1934

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's Officers and Directors, and persons who own more than 10% of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC"). Officers, Directors and greater than 10% shareholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. Based solely upon a review of the copies of such forms furnished to the Company, or written representations that no Form 5's were required, the Company believes that as of the date of filing of this Proxy Statement, all Section 16(a) filing requirements applicable to its officers, Directors and greater than 10% beneficial owners were satisfied, with the exception of Technology Systems International, Inc., a Nevada corporation (TSIN), who, to the best of our knowledge, continues to own approximately 1.8 million shares of the Company's Class A Common Stock. TSIN is currently in Chapter 7 Bankruptcy proceedings and has not, to our knowledge, filed any current Section 16 (d) forms. Also, some

reportable events were not timely reported. The names of the involved persons, the event dates, and the filing dates are as follows:

Name of Reporting Person	Reportable Event	Event Date	Date Reported
Donald E. Anderson	Class A Common Stock Options	6/30/2006	7/11/2006
John A. Carlson	Class A Common Stock Options	6/30/2006	7/11/2006
Harold S. Carpenter	Class A Common Stock Options	6/30/2006	7/11/2006
James T. Hecker	Class A Common Stock Options	6/30/2006	7/11/2006
Robert R. Kauffman	Class A Common Stock Options	6/30/2006	7/11/2006
Thomas C. LaVoy	Class A Common Stock Options	6/30/2006	7/11/2006
Timothy P. Slifkin	Class A Common Stock Options	6/30/2006	7/11/2006
	Class A Common Stock	6/30/2006	7/11/2006
Thomas A. Robinson	Class A Common Stock Options	6/30/2006	7/11/2006
	Class A Common Stock	6/30/2006	7/11/2006
Steven P. Oman	Class A Common Stock Options	6/30/2006	7/11/2006

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth the compensation paid or accrued by the Company for the services rendered during the fiscal years ended June 30, 2006, 2005 and 2004 to the Company's Chief Executive Officer, Chief Financial Officer, and President of the Company's subsidiary, Alanco/TSI PRISM, Inc., an Arizona corporation (ATSI), acquired effective June 1, 2002, whose salaries and bonus exceeded $100,000 during the last fiscal year (collectively, the "Named Executive Officers"). No stock appreciation rights ("SARs") have been granted by the Company to any of the Named Executive Officers during the last three fiscal years.

	Annual Compensation			Long Term Compensation
Name and Principal Position	Annual Salary	Bonus	Other Annual Compensation (1)	Securities (# shares) Underlying Options Granted during FY
Robert R. Kauffman, C.E.O.				
FY 2006	$225,000	None	$17,400	376,000
FY 2005	183,750	None	17,400	40,000
FY 2004	180,000	None	17,400	260,000
John A. Carlson, C.F.O.				
FY 2006	200,000	None	10,400	228,000
FY 2005	163,333	None	10,033	30,000
FY 2004	160,000	None	9,467	140,000
Greg M. Oester, President, ATSI				
FY 2006	154,500	None	None	48,000
FY 2005	154,500	None	None	14,000
FY 2004	146,625	None	None	100,000

(1) Represents supplemental executive benefit reimbursement for the year and Company matching for Alanco's 401(K) Profit Sharing Plan.

Option Grants in Last Fiscal Year

The following table sets forth each grant of stock options made during the fiscal year ended June 30, 2006, to each of the Named Executive Officers and/or Directors and to all other employees as a group. No stock appreciation rights ("SARs") have been granted by the Company.

INDIVIDUAL GRANTS

Name	Number of Securities Underlying Options Granted	% of Total Options Granted	Exercise Price ($/Sh)	Grant Date	Expiration Date
Robert Kauffman	160,000	5.25%	$2.02	9/13/2005	9/13/2015
Robert Kauffman	16,000	0.52%	$1.15	11/16/2005	11/16/2015
Robert Kauffman	200,000	6.56%	$1.82	6/30/2006	6/30/2011
John Carlson	80,000	2.62%	$2.02	9/13/2005	9/13/2015
John Carlson	48,000	1.57%	$1.15	11/16/2005	11/16/2015
John Carlson	100,000	3.28%	$1.82	6/30/2006	6/30/2011
Harold Carpenter	32,000	1.05%	$2.02	9/13/2005	9/13/2015
Harold Carpenter	40,000	1.31%	$1.82	6/30/2006	6/30/2011
James Hecker	32,000	1.05%	$2.02	9/13/2005	9/13/2015
James Hecker	40,000	1.31%	$1.82	6/30/2006	6/30/2011
Timothy Slifkin	400,000	13.12%	$1.82	6/30/2006	6/30/2011
Thomas LaVoy	32,000	1.05%	$2.02	9/13/2005	9/13/2015
Thomas LaVoy	16,000	0.52%	$1.15	11/16/2005	11/16/2015
Thomas LaVoy	40,000	1.31%	$1.82	6/30/2006	6/30/2011
Donald Anderson	32,000	1.05%	$2.02	9/13/2005	9/13/2015
Donald Anderson	40,000	1.31%	$1.82	6/30/2006	6/30/2011
Greg Oester	40,000	1.31%	$2.02	2/16/2005	2/16/2015
Greg Oester	8,000	0.26%	$1.15	11/16/2005	11/16/2015
Thomas Robinson	400,000	13.12%	$1.82	6/30/2006	6/30/2011
Other Employees	1,292,000	42.39%	$1.25 - $2.50	Various	(1)
Total	3,048,000	100.00%			

(1) The expiration dates for these options range from 9/27/2007 to 5/25/2016.

All options are granted at a price not less than "grant-date market." During the fiscal year 349,600 previously granted stock options expired or were cancelled.

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Aggregated Options and Warrants - Exercised in Last Fiscal Year and Values at Fiscal Year End

The following table sets forth the number of exercised and unexercised options and warrants held by each of the Named Executive Officers and/or Directors at June 30, 2006, and the value of the unexercised, in-the-money options at June 30, 2006.

Name	Shares Acquired On Exercise During 2006 Fiscal Year	Value Realized ($) (1)	Unexercised Options & Warrants at Fiscal Year End (Shares) (2)	Value of Unexercised In-The-Money Options &Warrants at FYE ($) (3)
Robert Kauffman	48,000	$ 4,600	1,331,000	$417,800
John Carlson	34,000	5,800	584,000	112,650
Harold Carpenter	40,000	4,000	200,000	37,400
James Hecker	0	0	160,000	14,400
Thomas LaVoy	8,000	1,800	152,000	10,800
Donald Anderson	160,000	16,000	930,000	164,100
Timothy Slifkin	0	0	160,000	0
Thomas Robinson	0	0	160,000	0
Greg Oester	4,000	900	488,000	37,800

(1) Calculated as the difference between closing price on the date exercised and the exercise price, multiplied by the number of options exercised.
(2) Represents the number of securities underlying unexercised options and warrants that were exercisable at 2006 Fiscal Year End. The numbers shown above for Donald Anderson include a warrant owned by The Anderson Family Trust, of which Mr. Anderson claims beneficial ownership, for 328,000 shares which requires shareholder approval prior to being exercisable. See Proposal No. 4 below.
(3) Calculated as the difference between the closing price of the Company's Common Stock on June 30, 2006, and the exercise price for those options exercisable on June 30, 2006, with an exercise price less than the closing price, multiplied by the number of applicable options.

Option Grants Subsequent to Fiscal Year End

Name	Number of Underlying Securities Options Granted		Date of Grant	Date Exercisable	Expiration Date	Option Price
Robert R. Kauffman	60,000	(1)	8/15/06	(3)	8/15/11	$1.37
John A. Carlson	20,000	(2)	8/15/06	(3)	8/15/11	$1.37
Harold S. Carpenter	40,000	(2)	8/15/06	(3)	8/15/11	$1.37
Donald E. Anderson	100,000	(1)	8/15/06	(3)	8/15/11	$1.37

(1) Issued pursuant to the 2005 Stock Option Plan
(2) Issued pursuant to the 2005 Directrors & Officers Stock Option Plan
(3) 10% vest on 8/15/06, 15% vest on 8/15/07, 25% vest on 8/15/08, 25% vest on 8/15/09 and 25% vest on 8/15/2010

Employment Agreements and Executive Compensation

The Executive Officers of the Company are at-will employees without employment

agreements with the exception of Timothy Slifkin and Thomas Robinson, executive officers of the Company's subsidiary, StarTrak Systems, LLC, acquired by Alanco effective June 30, 2006. Both Messrs. Slifkin and Robinson have employment contracts with StarTrak Systems, LLC, which pre-date the Company's acquisition of StarTrak. The contracts terminate on June 30, 2009, and specify that Mr. Slifkin is to be employed as the Executive Director of Technology and Mr. Robinson is to be employed as an Executive Vice President. However, Mr. Slifkin currently is the Chief Executive Officer of StarTrak. The contracts specify a salary of $160,000 per year with a performance bonus of up to 20% of said base salary for both Mr. Slifkin and Mr. Robinson. The contracts require certain severance payments in the event of termination by the Company without cause, or if either officer resigns with good reason, as defined in the contracts.

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Compensation of Directors

During Fiscal Year 2006, non-employee Directors were compensated for their services in cash ($750 per meeting per day up to a maximum of $1,500 per meeting) and through the grant of options to acquire shares of Class A Common Stock as provided by the 2004 Directors and Officers Stock Option Plan. All Directors are entitled to receive reimbursement for all out-of-pocket expenses incurred for attendance at Board of Directors meetings.

The 1996 Directors and Officers Stock Option Plan was approved by the Board of Directors on September 9, 1996. Shareholders approved the 1998, 1999, 2000, 2002, 2004, and 2005 Directors and Officers Stock Option Plans ("D&O Plans") on November 6, 1998, November 5, 1999, November 10, 2000, November 22, 2002, November 19, 2004, and January 20, 2006,respectively. The purpose of the 1996, 1998, 1999, 2000, 2002, 2004, and 2005 D&O Plans is to advance the business and development of the Company and its shareholders by affording to the Directors and Officers of the Company the opportunity to acquire a propriety interest in the Company by the grant of Options to acquire shares of the Company's common stock. All Directors and Executive Officers of the Company are eligible to participate in the 1996, 1998, 1999, 2000, 2002, 2004, and 2005 Plans. Newly appointed Directors receive options to purchase shares of common stock at fair market value. Upon each subsequent anniversary of the election to the Board of Directors, each non-employee Director may receive an additional option to purchase shares of common stock at fair market value.

Transactions with Management

Mr. Steve Oman, a former member of the Board of Directors, received compensation in the amount of approximately $70,200 for legal services to the Company for the fiscal year ended June 30, 2006. Mr. Oman resigned from his position on Alanco's Board of Directors on June 30, 2006, to allow for a continuing majority of independent directors on the Company's Board. Mr. Oman's resignation was not due to any disagreement with the registrant but was solely for the purpose of compliance with the Sarbanes-Oxley requirement that the Company's Board of Directors be comprised of a majority of independent members. Mr. Oman will continue as Alanco's Corporate Counsel.

Mr. Donald Anderson, a member of the Board of Directors and trustee and beneficial owner of the Anderson Family Trust, was paid interest in fiscal year 2006 under the Line of Credit Agreement in the amount of approximately $89,500.

AUDIT/CORPORATE GOVERNANCE COMMITTEE REPORT (1)

The Audit/Corporate Governance Committee of the Board of Directors is currently comprised of three independent directors, and operates under a written charter adopted by the Board. The members of the Audit/Corporate Governance Committee

are Harold S. Carpenter, a CEO with over 30 years senior management experience, James T. Hecker, an attorney and CPA, and Thomas C. LaVoy, a CPA. All three individuals are experienced in reading and understanding financial statements, and, in fact, are deemed to be financial experts as defined by audit committee requirements.

The Audit/Corporate Governance Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor engaged for the purpose of preparing an audit report or performing other audit, review or attest services for the Company. The auditor reports directly to the Audit/Corporate Governance Committee. The Audit/Corporate Governance Committee has established "whistleblower" procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Authority to engage independent counsel and other advisors has been given to the Audit/Corporate Governance Committee as it determines is necessary to carry out its duties. The Company provides appropriate funding for the Audit/Corporate Governance Committee to compensate the outside auditors and any lawyers and advisors it employs and to fund ordinary administrative expenses of the Audit/Corporate Governance Committee that are necessary in carrying out its duties.

The Audit/Corporate Governance Committee provides general oversight of the Company's financial reporting and disclosure practices, system of internal controls, and the Company's processes for monitoring compliance by the Company with Company policies. The Audit/Corporate Governance Committee reviews with the Company's independent auditors the scope of the audit for the year, the results of the audit when completed, and the independent auditor's fee for services performed. The Audit/Corporate Governance Committee also recommends independent auditors to the Board of Directors and reviews with management various matters related to its internal accounting controls. During the last fiscal year, there were three meetings of the Audit/Corporate Governance Committee.

Management is responsible for the Company's internal controls and the financial reporting process. The independent auditors are responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States) and issuing a report thereon. The Audit/Corporate Governance Committee is responsible for overseeing and monitoring the quality of the Company's accounting and auditing practices.

The members of the Audit/Corporate Governance Committee are not professionally engaged in the practice of auditing or accounting and may not be experts in the fields of accounting or auditing, or in determining auditor independence. Members of the Audit/Corporate Governance Committee rely, without independent verification, on the information provided to them and on the representations made by management and the independent accountants. Accordingly, the Audit/Corporate Governance Committee's oversight does not provide an independent basis to determine that management has maintained procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit/Corporate Governance Committee's considerations and discussions referred to above do not assure that the audit of the Company's financial statements has been carried out in accordance with auditing standards generally accepted in the United States, that the financial statements are presented in accordance with accounting principles generally accepted in the United States of America or that the Company's auditors are in fact

"independent."

Review of Audited Financial Statements

In this context, the Audit/Corporate Governance Committee reviewed and discussed the Company's audited financial statements with management and with the Company's independent auditors. Management represented to the Audit/Corporate Governance Committee that the Company's consolidated financial statements were prepared in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Discussions about the Company's audited financial statements included the auditor's judgments about the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in its financial statements. The Audit/Corporate Governance Committee also discussed with the auditors other matters required by Statement on Auditing Standards, ("SAS") No. 61 "Communication with Audit Committees," as amended by SAS No. 90, "Audit Committee Communications."

The Company's auditors provided to the Committee written disclosures required by the Independence Standards Board Standard No. 1 "Independence Discussion with Audit Committee." The Audit/Corporate Governance Committee discussed with the auditors their independence from the Company, and considered the compatibility of non-audit services with the auditor's independence.

Audit Fees

The aggregate fees billed by Semple & Cooper, LLP, the Company's independent auditor, for professional services rendered for the audit of the Company's annual financial statements for the fiscal years ended June 30, 2006 and 2005, the review of the financial statements included in the Company's Forms 10-QSB for such fiscal years, and other services performed for the Company by Semple & Cooper, LLP, were approximately $158,000 and $123,000, respectively.

Financial Information Systems Design and Implementation

There were no fees billed for the professional services described in Paragraph (c)(4)(ii) of Rule 2-01 of Regulation S-X rendered by Semple & Cooper, LLP for the fiscal year ended June 30, 2006.

All Other Fees

Semple & Cooper, LLP billed the Company during fiscal year 2006 and 2005 a total of approximately $11,000 and $10,000, respectively, for tax preparation and tax consulting services. The Audit Committee has considered whether the provision of these services is compatible with maintaining the principal accountant's independence.

Audit Committee Pre-Approval Policies and Procedures

The fiscal year 2006 and 2005 audit services provided by Semple & Cooper, LLP were approved by our Audit/Corporate Governance Committee. The Audit/Corporate Governance Committee implemented pre-approval policies and procedures related to the provision of audit and non-audit services. Under these procedures, the Audit/Corporate Governance Committee pre-approves both the type of services to be provided by our independent accountants and the estimated fees related to these services. During the approval process, the Audit/Corporate Governance Committee considers the impact of the types of services and related fees on the independence of the auditor. These services and fees must be deemed compatible with the maintenance of the auditor's independence, in compliance with the SEC

rules and regulations. Throughout the year, the Audit/Corporate Governance Committee and, if necessary, the Board of Directors, reviews revisions to the estimates of audit and non-audit fees initially approved.

Recommendation

Based on the Audit/Corporate Governance Committee's discussion with management and the auditors, and the Audit/Corporate Governance Committee's review of the representations of management and the report of the auditors to the Audit/Corporate Governance Committee, the Audit/Corporate Governance Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-KSB for the year ended June 30, 2006, filed with the Securities and Exchange Commission.

AUDIT/CORPORATE GOVERNANCE COMMITTEE
James T. Hecker
Harold S. Carpenter
Thomas C. LaVoy

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(1) The material in this report is not "soliciting material," is not deemed filed with the commission and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

Proposal No. 1   ELECTION OF DIRECTORS

The Articles of Incorporation presently provide for a Board of Directors of not more than nine members. The number of Directors of the Company has been fixed at seven by the Company's Board of Directors. The Company's Board of Directors recommends the election of the seven nominees listed below to hold office until the next Annual Meeting of Shareholders or until their successors are elected and qualified or until their earlier death, resignation or removal. The persons named as "proxies" in the enclosed form of Proxy, who have been designated by Management, intend to vote for the seven nominees for election as Directors unless otherwise instructed in such proxy. If at the time of the Meeting, any of the nominees named below should be unable to serve, which event is not expected to occur, the discretionary authority provided in the Proxy will be exercised to cumulatively vote for the remaining nominees, or for a substitute nominee or nominees, if any, as shall be designated by the Board of Directors.

Nominees

All nominees for Director have been approved by the Company's Nominating/Independent Directors Committee. The following table sets forth the name and age of each nominee for Director, indicating all positions and offices with the Company presently held by him, and the period during which he has served as such:

Name	Age	Position	Year First Director
Harold S. Carpenter	72	Director	1995
James T. Hecker	49	Director	1997

Robert R. Kauffman	66	Director/C.O.B./C.E.O.	1998
Thomas C. LaVoy	47	Director	1998
John A. Carlson	59	Director/E.V.P./C.F.O.	1999
Donald E. Anderson	73	Director	2002
Timothy P. Slifkin	51	Director/C.E.O. - StarTrak	2006

Business Experience of Nominees

Robert R. Kauffman: Mr. Kauffman was appointed as Chief Executive Officer and Chairman of the Board effective July 1, 1998. Mr. Kauffman was formerly President and Chief Executive Officer of NASDAQ-listed Photocomm, Inc., from 1988 until 1997 (since renamed Kyocera Solar, Inc.). Photocomm was the nation's largest publicly owned manufacturer and marketer of wireless solar electric power systems with annual revenues in excess of $35 million. Prior to Photocomm, Mr. Kauffman was a senior executive of the Atlantic Richfield Company (ARCO) whose varied responsibilities included Senior Vice President of ARCO Solar, Inc., President of ARCO Plastics Company and Vice President of ARCO Chemical Company. Mr. Kauffman earned an M.B.A. in Finance at the Wharton School of the University of Pennsylvania, and holds a B.S. in Chemical Engineering from Lafayette College, Easton, Pennsylvania.

Harold S. Carpenter: Mr. Carpenter is the former the President of Superiorgas Co., Des Moines, Iowa, which is engaged in the business of trading and brokering bulk refined petroleum products with gross sales of approximately $500 million per year. He is also the General Partner of Superiorgas L.P., an investment company affiliated with Superiorgas Co. Mr. Carpenter founded these companies in 1984 and 1980, respectively. Mr. Carpenter is also the President of Carpenter Investment Company, Des Moines, Iowa, which is a real estate investment company holding properties primarily in central Iowa. From 1970 until 1994, Mr. Carpenter was the Chairman of the George A. Rolfes Company of Boone, Iowa, which manufactured air pollution control equipment. Mr. Carpenter graduated from the University of Iowa in 1958 with a Bachelor of Science and Commerce degree.

James T. Hecker: Mr. Hecker is both an Attorney and a Certified Public Accountant. Since 1987, Mr. Hecker has been Vice President, Treasurer and General Counsel of Rhino Capital Incorporated, Evergreen, Colorado, a private capital management company which manages a $60 million portfolio. He also served, since 1992, as a trustee of an $11 million charitable trust. From 1984 to 1987, Mr. Hecker was the Controller of Northern Pump Company, Minneapolis, Minnesota, a multi-state operating oil and gas company with more than 300 properties, with responsibility of all accounting and reporting functions. Prior to that, from 1981 to 1984, Mr. Hecker was Audit Supervisor of Total Petroleum, Inc., Denver, Colorado, responsible for all phases of internal audit and development of audit and systems controls. Mr. Hecker received a J.D. degree from the University of Denver in 1992, and a B.B.A. degree in Accounting and International Finance from the University of Wisconsin in 1979. He is a member in good standing of the Colorado and the American Bar Associations, the Colorado Society of CPAs, and the American Institute of CPAs.

Thomas C. LaVoy: Thomas C. LaVoy has served as Chief Financial Officer of SuperShuttle International, Inc., since July 1997 and as Secretary since March 1998. From September 1987 to February 1997, Mr. LaVoy served as Chief Financial Officer of NASDAQ-listed Photocomm, Inc. Mr. LaVoy was a Certified Public Accountant with the firm of KPMG Peat Marwick from 1980 to 1983. Mr. LaVoy has a Bachelor of Science degree in Accounting from St. Cloud University, St. Cloud, Minnesota, and is a Certified Public Accountant.

John A. Carlson: Mr. Carlson, Executive Vice President and Chief Financial Officer of Alanco Technologies, Inc., joined the Company in September 1998. Mr. Carlson started his career with Price Waterhouse & Co. in Chicago, Illinois. He has over twenty-five years of public and private financial and operational

management experience, including over twelve years as Chief Financial Officer of a Fortune 1000 printing and publishing company. He earned his Bachelor of Science degree in Business Administration at the University of South Dakota, and is a Certified Public Accountant.

Donald E. Anderson: Donald E. Anderson is President and owner of Programmed Land, Inc., a Minnesota and Scottsdale, Arizona, based company. Programmed Land is a diversified holding company engaged in real estate, including ownership, development, marketing and management of properties. He is also majority owner of a company involved in the automotive industry. From 1988 until 1997, Mr. Anderson was Chairman of the Board of NASDAQ-listed Photocomm, Inc., a company involved in the solar electric business. Since 1983, Mr. Anderson has also been President of Pine Summit Bible Camp, a non-profit organization that operates a year-round youth camp in Prescott, Arizona. Mr. Anderson has a Bachelor of Arts degree in Accounting.

Timothy P. Slifkin: Timothy P. Slifkin, President and Chief Executive Officer of the Company's subsidiary, StarTrak Systems, LLC, is directly responsible for development of StarTrak's wireless product line and for leading the North American transportation industry's acceptance of the technology for damage prevention, refrigeration transport, and asset management applications. Mr. Slifkin has been developing remote monitoring systems since founding Elexor Associates in 1986, and in developing and deploying wireless systems (satellite and terrestrial) since 1992. He has several patents issued or pending on related technology. Prior to founding StarTrak, Mr. Slifkin was employed with Hewlett Packard, Johannson Microwave, American Microsystems, and Jet Propulsion Laboratories. He holds a Bachelors Degree in Engineering.

Proposal No. 2   APPROVAL OF THE ALANCO 2006 STOCK OPTION PLAN

The Company's Board of Directors approved submitting the Alanco Technologies, Inc. 2006 Stock Option Plan to the shareholders for approval. The Board of Directors recommends approval of the Plan. The purpose of the Plan is to advance the business and development of the Company and its shareholders by affording to Employees of the Company the opportunity to acquire an equity interest in the Company by the grant of Options to acquire shares of the Company's common stock. The Company has no current plans, proposals, or arrangements to issue options pursuant to the 2006 Stock Option Plan. The benefits or amount of options that will be received by or allocated to any particular employee of the Company under the Plan is not determinable.

The Options granted to Employees can be either "Incentive Stock Options" within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended, or "Non-Statutory Options." The issuance of qualified Incentive Stock Options pursuant to this Plan is not expected to be a taxable event for qualified recipients until such time that the recipient elects to sell the shares received from the exercise whereupon the recipient is expected to recognize income to the extent the sale price of the shares exceeds the exercise price of the option on the date of sale. The issuance of Non-Statutory Stock Options pursuant to this Plan is not expected to result in a tax liability to the recipient since the options are granted at fair market value on date of grant. The recipient is expected to recognize income to the extent the market price of the shares exceeds the exercise price of the option on the date of exercise.

The Plan is administered by the Compensation/Administration Committee of the Board of Directors. The Plan may issue Options to acquire up to 3,000,000 shares to Employees. The Company will not receive any consideration for the grant of options under the Plan and the approximate market value of the shares to be reserved for the Plan is $4,320,000 based upon the average ten trading day closing price for the Company's common stock for the period ending December 8,

2006. The maximum number of shares subject to Incentive Stock Options granted to any one Employee which are first exercisable during any single calendar year shall not exceed a fair market value of $100,000. The exercise price for Options shall be set by the Compensation/Administration Committee but shall not be for less than the fair market value of the shares on the date the Option is granted. Fair market value shall mean the closing price at which the Stock is listed in the NASDAQ quotation system ending on the day an Option is granted.

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The period in which Options can be exercised shall be set by the Compensation/Administration Committee not to exceed ten years from the date of Grant. Incentive Stock Options are exercisable once vested. The vesting schedule shall be as follows: ten percent (10%) of the shares issuable under the Options shall vest on the Date of Grant, fifteen percent (15%) of the shares issuable under the Options shall vest one year from date of Grant provided that the Optionee has remained an Employee of the Company for not less than one year from date of Grant, twenty-five percent (25%) of the shares issuable under the Options shall vest two years from date of Grant provided that the Optionee has remained an Employee of the Company for not less than two years from the date of Grant, twenty-five percent (25%) of the shares issuable under the Options shall vest three years from date of Grant provided that the Optionee has remained an Employee of the Company for not less than three years from the date of Grant, and the remaining twenty-five percent (25%) of the shares issuable under the Options shall vest four years from date of Grant provided that the Optionee has remained an Employee of the Company for not less than four years from the date of Grant, or other alternative vesting as may be determined by the Compensation/Administration Committee. The Stock Options must be exercised within three months following Optionee's termination of relationship with the Company, or within one (1) year following death or permanent and total disablement of the Optionee. Otherwise, the Incentive Stock Options shall lapse. The vesting schedule and the exercise schedule following termination, death or total and permanent disablement of the Optionee of Non-Statutory Stock Options will be determined by the Committee at the time of grant. The Plan may be terminated, modified or amended by the Board of Directors upon the recommendation of the Compensation/Administration Committee. Provided, however, if the Plan has been submitted to and approved by the shareholders of the Company, no such action by the Board may be taken without approval of the majority of the shareholders of the Company which: (a) increases the total number of shares of Stock subject to the Plan; (b) changes the manner of determining the Option price; or (c) withdraws the administration of the Plan from the Committee.

All Employees of the Company and its subsidiaries are eligible to participate in the Plan. An Employee is defined in the Plan as a person, including officers and directors, employed by the Company who in the judgment of the Compensation/Administration Committee has the ability to positively affect the profitability and economic well-being of the Company. Part-time employees, independent contractors, consultants and advisors performing bona fide services to the Company shall be considered employees for purposes of participation in the Plan. The aggregate number of shares within the Plan and the rights under outstanding Options granted hereunder, both as to the number of shares and Option price, will be adjusted accordingly in the event of a split or a reverse split in the outstanding shares of the Common Stock of the Company.

Proposal No. 3 APPROVAL OF THE ALANCO 2006 DIRECTORS AND OFFICERS STOCK OPTION PLAN

The Company's Board of Directors unanimously approved submitting the Alanco Technologies, Inc. 2006 Directors and Officers Stock Option Plan to the

shareholders for approval. The Board of Directors recommends approval of the Plan. The purpose of the Plan is to advance the business and development of the Company and its shareholders by affording to the Directors and Executive Officers of the Company the opportunity to acquire an equity interest in the Company by the grant of Options to acquire shares of the Company's common stock. The Company has four (4) non-employee directors as well as employee directors and executive officers who are eligible to receive options under the Plan. The Option Plan provisions indicate that on an annual basis non-employee directors will be granted an option to purchase 20,000 shares of common stock, which number may be adjusted at the discretion of the Board of Directors. The following table provides information as to option grants to the non-employee directors. Grant amounts to the other eligible officers are not determinable at this time.

NEW PLAN BENEFITS
2006 Directors and Officers Stock Option Plan

Name	Position	Shares to be Granted	Dollar Value ($) (1)
Donald E. Anderson	Director	20,000	$37,000
Thomas A. LaVoy	Director	20,000	$37,000
James T. Hecker	Director	20,000	$37,000
Harold S. Carpenter	Director	20,000	$37,000

(1) Dollar value is calculated based on $1.45 per share, the closing bid price of the Company's Class A Common Stock listed on the NASDAQ Capital Market on December 8, 2006.

The Options granted are not "Incentive Stock Options" within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended. The issuance of such non-qualified options pursuant to this Plan is not expected to be a taxable event for recipient until such time that the recipient elects to exercise the option whereupon the recipient is expected to recognize income to the extent the market price of the shares exceeds the exercise price of the option on the date of exercise.

The Plan is administered by the Compensation/Administration Committee, which shall consist of up to three (3) individuals appointed by the Board from among its members, at least two (2) of which are non-employee Directors. The Plan may issue Options to acquire up to 1,000,000 shares to Directors and Executive Officers. The Company will not receive any consideration for the grant of options under the Plan and approximate market value of the shares to be reserved for the plan is $1,440,000 based upon the average ten trading day closing price for the Company's common stock for the period ending December 8, 2006. The vesting and exercise price for Options shall be set by the Compensation/Administration Committee but shall not be for less than the fair market value of the shares on the date the Option is granted. Fair market value shall mean the closing price at which the Stock is listed in the NASDAQ quotation system ending on the day an Option is granted. The period in which Options can be exercised shall be set by the Compensation/Administration Committee not to exceed ten years from the date of Grant. Options are exercisable once vested. The Plan may be terminated, modified or amended by the Board of Directors upon the recommendation of the Compensation/Administration Committee. Provided, however, if the Plan has been submitted to and approved by

the shareholders of the Company, no such action by the Board may be taken without approval of the majority of the shareholders of the Company which: (a) increases the total number of shares of Stock subject to the Plan; (b) changes the manner of determining the Option price; or (c) withdraws the administration of the Plan from the Committee. The aggregate number of shares within the Plan and the rights under outstanding Options granted hereunder, both as to the number of shares and Option price, will be adjusted accordingly in the event of a split or a reverse split in the outstanding shares of the Common Stock of the Company.

Proposal No. 4 APPROVAL OF WARRANTS ISSUED TO AFFILIATES OF THE COMPANY TO PURCHASE CLASS A COMMON STOCK FROM THE COMPANY

Purpose of Proposal

The Company sold Units consisting of shares of the Company's Class A Common Stock or Series A Convertible Preferred Stock and Warrants to purchase additional shares of Class A Common Stock of the Company to The Anderson Family Trust of which Donald E. Anderson, Director of the Company, is a trustee and beneficial owner; Robert R. Kauffman, Chairman of the Board and Chief Executive Officer of the Company; and the Harold S. Carpenter Revocable Trust of which Harold S. Carpenter, Director of the Company, is a trustee and beneficial owner (the "Purchasers"), among others, during the period commencing April 26, 2006 through July 14, 2006. The Purchasers are affiliates as described in Rule 144 under the Securities Act of 1933, which includes any officer, director, or 10% or greater shareholder of the Company. Under the rules of NASDAQ, where the Company's Class A Common Stock is traded, certain issuances of securities to

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affiliates of the Company can only occur with the Company's shareholders' approval. Issuance of the Warrants issued to the affiliates requires such shareholder approval, and the Warrants are not exercisable by the Purchasers, either by agreement of the Purchasers or in accordance with the terms of the Warrants, until shareholder approval of issuance of the Warrants is obtained. This Proposal is requesting shareholder approval related to the transactions outlined below for a warrant to purchase 328,000 shares of Class A Common Stock at a purchase price of $1.62 per share and three warrants to purchase 72,000 shares of Class A Common Stock at a purchase price of $1.50 per share.

Background of Stock and Warrant Issuance

The following table indicates data concerning these sales and the relationship of each Purchaser to the Company resulting in their classification as an affiliate of the Company.

Purchaser	Sale Date	Unit Description	Unit Price	# of Units Purchased	# of Shares Underlying Warrant
Donald E. Anderson Anderson Family Trust	4/26/2006	Common Stock and Warrant (1)	$0.61	820,000	328,000
Robert R. Kauffman	7/14/2006	Preferred Stock and Warrant (2)	$1.71	60,000	72,000
Donald E. Anderson Anderson Family Trust	7/14/2006	Preferred Stock and Warrant (2)	$1.71	60,000	72,000

Harold S. Carpenter					
Harold S. Carpenter Revocable Trust	7/14/2006	Preferred Stock and Warrant (2)	$1.71	60,000	72,000

(1) Each Unit consisted of two-fifths of one share of Class A Common Stock of the Company and a Warrant to purchase two-fifths of one share of Class A Common Stock of the Company for a total purchase price of $500,200. The Warrant to purchase 328,000 (two-fifths of 820,000) shares of Class A Common Stock is exercisable for a period of ten years following issuance at an exercise price of $1.62 per share. A copy of the Stock and Warrant Purchase Agreement and the Warrant issued in connection with this transaction were filed as exhibits to the Company's Form 8-K filed with the SEC on May 4, 2006.

(2) Each Unit consisted of one share of the Company's Series A Preferred Stock and a Warrant to purchase 1.2 shares of Class A Common Stock of the Company for a total purchase price of $307,800. The Series A Preferred Stock is convertible into the Company's Class A Common Stock at a ratio of 1.2 shares of Common Stock for each share of Series A Preferred Stock. The Warrant to purchase 72,000 (1.2 times 60,000) shares of Class A Common Stock is exercisable for a period of five years following approval by the Company's shareholders at an exercise price of $1.50 per share. A copy of the Stock and Warrant Purchase Agreement and the Warrant issued in connection with this transaction were filed as exhibits to the Company's Form 8-K filed with the SEC on July 17, 2006.

Issuance of Warrants in addition to stock as an investment unit is a common practice of companies similar to Alanco. It allows companies to entice investors to acquire shares directly from the company rather than in the market, thereby providing needed capital for the Company. The terms of the purchases of Units purchased by the affiliates of the Company were the same as Units purchased by non-affiliates. If the Warrants are not approved by the shareholders, they will not be exercisable by the affiliates. The directors believe that such result would significantly impair the Company's ability to raise future monies from affiliates of the Company, upon whom the Company has relied heavily for needed capital in the past.

Recommendation of the Alanco Board of Directors

The Alanco Board of Directors has determined that issuance of the Warrants to the affiliates was in the best interests of Alanco and its shareholders and thereby unanimously recommends that you vote in favor of the proposal to approve the issuance of the Warrants to the affiliates.

Proposal No. 5 APPROVAL OF ISSUANCE OF CLASS A COMMON STOCK AS PAYMENT IN LIEU OF CASH RELATED TO OBLIGATIONS INCURRED IN CONNECTION WITH THE COMPANY'S ACQUISITION OF STARTRAK SYSTEMS, LLC

Purpose of Proposal

Effective June 30, 2006, the Company acquired StarTrak Systems, LLC, a Delaware limited liability company ("StarTrak"), located in Morris Plains, New Jersey. The transaction was structured as a merger between a newly formed subsidiary of the Company and StarTrak resulting in the Company owning all of the post-transaction membership interests in StarTrak, and the previous StarTrak

members ("Sellers") receiving shares of the Company's Class A Common Stock and the right to receive, if approved by the Company's shareholders, additional shares of the Company's Class A Common Stock. If shareholder approval is not obtained, the Company is obligated to make a cash payment valued at the market price of the Class A Common shares that were to be issued. This proposal is not approval of the StarTrak acquisition, which has been completed; rather it is the shareholder approval required for the Company to issue shares of Class A Common Stock in lieu of cash for payment of future obligations.

ALTHOUGH THE STARTRAK ACQUISITION HAS OCCURRED, AND THIS VOTE WILL NOT APPROVE OR DISAPPROVE OF THAT TRANSACTION, YOU HAVE THE RIGHT TO VOTE CONCERNING WHETHER THE FUTURE CONSIDERATION TO BE PAID TO THE SELLERS WILL BE IN THE FORM OF CASH OR SHARES OF ALANCO'S CLASS A COMMON STOCK IN LIEU OF CASH. BY VOTING IN FAVOR OF PAYING FOR THE ACQUISITION IN STOCK, CERTAIN DILUTION EFFECTS WILL OCCUR AS SET FORTH BELOW. HOWEVER, IF THE ADDITIONAL CONSIDERATION IS TO BE CASH, THE COMPANY WILL HAVE TO RAISE SUCH CASH FROM LENDERS OR OTHER EQUITY ISSUANCES, WHICH COULD ALSO HAVE DILUTION EFFECTS. THERE CAN BE NO ASSURANCE THAT SUCH CASH WOULD BE AVAILABLE TO THE COMPANY.

Dilutive Effect of Transaction on Alanco Shareholders. Under the terms of the transaction, 2,000,000 shares of Alanco Class A Common Stock were issued upon the closing, and 3,280,000 shares of Alanco Class A Common Stock will be issued upon approval of the Alanco shareholders immediately following the Annual Shareholders Meeting. In addition, an undetermined number of shares of Alanco Class A Common Stock may be issued as an "earn-out" payment based upon the gross profit of StarTrak and the market value of said shares in the future as described below (see Terms of the Transaction below). Issuance of these Class A common shares may cause a dilutive effect on the value of your investment in Alanco stock.

Terms of the Transaction

Effective June 30, 2006, Alanco acquired StarTrak, which is organized as a Delaware limited liability company. The transaction was structured as a merger between a newly formed subsidiary of Alanco and StarTrak resulting in Alanco owning all of the post-transaction membership interests in StarTrak, and the Sellers receiving shares of the Company's Class A Common Stock and the right to receive in the future either cash or additional shares of the Company's Class A Common Stock.

The future consideration to be paid to the Sellers for their membership interests includes a fixed payment due following Alanco's 2006 Annual Shareholders Meeting, but not later than January 31, 2007, and potential "earn-out" payments based upon the gross profit of the StarTrak business for fiscal years ending June 30, 2007 and June 30, 2008. The fixed payment due by January 31, 2007 totals either (i) 3,280,000 shares of the Company's Class A Common Stock, or (ii) if Alanco's shareholders do not approve the issuance of said shares, then the value of such shares with the value of each share for such purpose equal to the average NASDAQ closing market price for Alanco Class A Common Stock for the five (5) trading days immediately preceding the date of Alanco's Annual Shareholders Meeting. As of December 8, 2006, based upon the average NASDAQ closing market price for Alanco Class A Common Stock for the last five (5) trading days, the amount of cash to be paid to the Sellers, in lieu of Alanco common stock, would be $4,756,000.

In addition to the fixed payment due by January 31, 2007, the Sellers have the right to receive two earn-out payments based upon the gross profits of the StarTrak business for fiscal years ending June 30, 2007 and June 30, 2008. In particular, the first earn-out payment shall be equal to twice the gross profit of StarTrak in excess of $6,000,000 for the twelve months ended June 30, 2007, but not more than the sum of $4,000,000 (the "2007 Earn-Out Payment"). Provided the Alanco shareholders have approved the issuance of the additional shares, the

2007 Earn-Out Payment shall be paid in the form of Alanco Common Stock valued for such purpose at the average NASDAQ closing market price for the twenty (20) trading days immediately following the filing with the Securities Exchange Commission of Alanco's form 10-KSB for such 2007 fiscal year. In the event that the Alanco shareholders have not approved the issuance of such additional shares, the 2007 Earn-Out Payment shall be paid in cash. The 2007 Earn-Out Payment shall be paid by Alanco in the form required on or before December 31, 2007.

The second earn-out payment shall be equal to twice the gross profit of StarTrak in excess of the greater of (i) $8,000,000 or (ii) the gross profit of StarTrak for the twelve months ended June 30, 2008, but not more than the sum of $4,000,000 (the "2008 Earn-Out Payment"). Provided the Alanco shareholders have approved the issuance of the additional shares, the 2008 Earn-Out Payment shall be paid in the form of Alanco Common Stock valued for such purpose at the average NASDAQ closing market price for the twenty (20) trading days immediately following the filing with the Securities Exchange Commission of Alanco's form 10-KSB for such 2008 fiscal year. In the event that the Alanco shareholders have not approved the issuance of such additional shares, the 2008 Earn-Out Payment shall be paid in cash. The 2008 Earn-Out Payment shall be paid by Alanco in the form required on or before December 31, 2008.

In addition to the consideration paid or to be paid to the Sellers, a commission is payable to Cronus Partners, LLC, the investment banking firm involved in the transaction as follows: (i) 61,406 shares of Alanco common stock issued at closing, (ii) $150,000 paid at closing, (iii) $150,000 paid on August 31, 2006, and (iv) $107,000 due seven days following Alanco's 2006 Annual Shareholders Meeting, payable in cash, or at Alanco's option, in shares of Alanco common stock with each share valued for such purpose at the average NASDAQ closing market price for Alanco common stock for the five (5) trading days immediately preceding the issuance date of such stock.

Background of the Acquisition

The Company was contacted in June 2005 via a mailing by Cronus Partners, LLC ("Cronus"), an investment banker located in Norwalk, Connecticut, relative to a prospective investment in its client company, StarTrak Systems, LLC ("StarTrak"). Cronus was previously unknown to the Company and was StarTrak's advisor relative to any potential transaction. A Confidential Disclosure Agreement between the Company and StarTrak Systems was executed on July 5, 2005 and preliminary discussions commenced with exchange of business information by both parties.

The Company and StarTrak principals primarily involved in the transaction discussions and negotiations were Robert Kauffman, Director and CEO, and John Carlson, Director and CFO, for the Company, and Tim Slifkin, CEO, and Tom Robinson, EVP, for StarTrak.

The initial personal meeting between the parties occurred on July 26, 2005 with Mr. Kauffman's visit to StarTrak's Morris Plains, New Jersey, headquarters and meeting with Messrs. Slifkin and Robinson. Subsequently, StarTrak's Messrs. Slifkin and Robinson visited Alanco corporate headquarters on August 2 and 3, 2005, and met with Robert Kauffman and John Carlson, as well as Steve Oman, Director and Corporate Counsel, Greg Oester, President of Alanco/TSI PRISM, Inc. ("TSI"), a wholly owned subsidiary of the Company, Safa Matin, TSI Manager of Engineering, and Donald Anderson, Alanco Director. A preliminary proposal whereby Alanco would acquire StarTrak Systems, LLC was presented to Messrs. Slifkin and Robinson by Mr. Kauffman, Alanco CEO. The preliminary proposal was discussed in detail; and based upon the expressed interest at the August 3rd

meeting, both parties agreed to explore a possible acquisition transaction. The Company's CFO, Mr. Carlson, initiated preliminary due diligence activities with a visit to StarTrak's Morris Plains offices on August 15 and 16, 2005, when he again met with Messrs. Slifkin and Robinson, as well as Mike Solomon, CFO, and other operations managers of StarTrak. The Alanco Board of Directors, at its regularly scheduled meeting on October 17, 2005, reviewed and approved in concept Management's preliminary plan to acquire StarTrak Systems, LLC.

During the period from November, 2005, to February, 2006, minimal discussions occurred between the parties pending final resolution of internal StarTrak partnership issues and the completion of audited StarTrak financial statements for fiscal years ended December 31, 2004 and 2005, which was completed in March 2006 and was a requirement for any acquisition of StarTrak by Alanco.

In February, 2006, the Company contracted for a StarTrak marketing due diligence survey conducted by consultant Myron Anduri of Fairplay, Colorado. Mr. Anduri, a graduate of Colorado State University with a BA degree in business, is an independent marketing consultant with over 25 years of experience as a senior marketing executive. Mr. Anduri was selected due to his significant marketing credentials, his personal references, and Robert Kauffman's personal knowledge of his capabilities due to a business relationship that existed for several years prior to 1997. The due diligence survey consisted of Mr, Anduri traveling to the StarTrak offices in New Jersey to complete a review of hardware technology, wireless services, sales and marketing efforts and general operations. The survey concluded that: 1) StarTrak currently enjoyed a

leadership position in the Reefer tracking and control market; 2) StarTrak technology appears sound; 3) Sales and marketing efforts need upgrading for StarTrak to continue growth; and 4) The key to StarTrak's success is the talent of the StarTrak employees and proper funding. The conclusions were summarized in a report dated April 7, 2006, which is available for inspection and copying at the Company's offices in Scottsdale, Arizona, during regular business hours by any interested equity security holder of the Company or representative who has been so designated in writing.

Transaction negotiations between the parties recommenced with a visit to the Company's Scottsdale headquarters by Messrs. Slifkin and Robinson on April 17, 2006, with meetings with Messrs. Kauffman, Carlson, Oman and Oester.

The final transaction negotiations, which resulted in mutual verbal agreement between the parties, occurred on May 17, 2006, at a meeting in the Courtyard Marriott Hotel, Newark, New Jersey, attended by the Company's Messrs. Kauffman and Carlson and StarTrak's Messrs. Slifkin and Robinson.

On June 16, 2006, the Company's Board of Directors unanimously approved a resolution to acquire 100% of StarTrak Systems, LLC in accordance with terms set forth in the Definitive Acquisition Agreement.

The Definitive Acquisition Agreement was executed by the parties on June 26, 2006, followed by the formal closing of the transaction effective June 30, 2006.

Regulatory Approvals. Alanco was not and is not aware of any pending legal proceeding relating to the acquisition. Alanco is not aware of any governmental license or regulatory permit that appears to be material to its business that might be adversely affected by Alanco's acquisition of StarTrak or of any approval or other action by any governmental, administrative or regulatory authority or agency, domestic or foreign, that is required for such acquisition.

Antitrust. Under the provisions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations promulgated thereunder by the Federal Trade Commission, certain acquisition transactions may not be consummated unless certain information has been furnished to the Antitrust Division of the United States Department of Justice and the FTC and certain waiting requirements have been satisfied. Because the aggregate acquisition price of the transaction was under $50 million, the transaction was not subject to such requirements.

Accounting Treatment. The acquisition of assets will be accounted for using the purchase method of accounting in accordance with the provisions of SFAS 141, Business Combinations, which requires the allocation of the purchase price to the fair value of the assets acquired and the liabilities assumed by balance sheet classifications. Subsequent to the transaction the Company engaged the services of an independent consultant to allocate value to various asset classifications related to FASB 141.

Independent Appraisals and/or Opinions. Independent opinions and/or appraisals have not been obtained by Alanco due to StarTrak's stage of development and the fact that a significant portion of the acquisition consideration is contingent on StarTrak achieving certain minimum gross profit results within fiscal years 2007 and 2008, which regulates the potential shares of Alanco common stock that may be issued under the Acquisition Agreement.

Interests of Certain Persons in the Acquisition, Possible Conflicts of Interest. Alanco is not aware of any possible conflicts of interest of any of its officers or directors with respect to the acquisition transaction.

Information about StarTrak

General scope of business

StarTrak, based in Morris Plains, New Jersey, is a leading provider of GPS tracking and wireless asset management services to the transportation industry and the dominant provider of tracking, monitoring and control services to the refrigerated or "Reefer" segment of the transportation marketplace. StarTrak products increase efficiency and reduce costs of the refrigerated supply chain through the wireless monitoring and control of critical Reefer data, including GPS location, cargo temperatures and Reefer fuel levels. StarTrak offers complete integrated solutions for tracking, monitoring and controlling refrigerated trailers, trucks, railcars, and containers.

The company's focus is on delivering advanced monitoring and control solutions to the mobile refrigeration market, taking advantage of its unique interactive tracking and control hardware and software and its relationship with two U. S. producers of mobile refrigeration units who dominate that market. The company's integrated product and service package provides measurable return on investment benefits to its customers through improved equipment utilization, less freight spoilage and better reporting of shipping conditions being required by regulatory authorities as well as customers. Today, StarTrak enjoys the largest market share of wireless monitoring and control equipment in the North American mobile refrigeration markets.

STARTRAK REEFER PRODUCTS/SERVICES

StarTrak's hardware is attached to the asset to which it is to track, monitor and control. The device is designed by StarTrak for the specific application and includes the Company's proprietary software. The hardware has an expected service life of approximately four years. Units are typically installed by

reefer dealers and maintained at their repair facilities. The StarTrak hardware includes a GPS locator, processors, memory, interfaces to various reefer unit sensors (including temperature, fuel levels, battery load, etc.) power systems and one or several communicators. The unit provides frequent readings of various sensors, evaluates conditions, sends appropriate event notifications and receives commands over a wireless link.

StarTrak's ReeferTrak hardware and firmware is connected directly into the electronic control system of the reefer unit and collects sensory data from the microprocessor and executes commands through the microprocessor interfaces, making it the only solution that is able to both monitor and to control a reefer remotely. With this connection, StarTrak devices are able to remotely deliver information such as a discrete ID number, the reefer's location, current operational status, readings from discrete sensors such as temperature set point, actual temperature, fuel level, battery voltage, engine hours, dwell time at location and reefer state (on, off or standby). StarTrak's solution can be retrofitted to reefer units up to ten years of age.

At its data center, StarTrak processes the signals received with its proprietary software and integrates it with information systems of the client, such as shipper bill of lading, asset location, specific carrier or logistics company information systems and transmits to the customer. The customer can view its information in the format and protocol that fits its normal operational requirements.

The complete StarTrak hardware, software and network solution consists of approximately 30 design elements. StarTrak's intellectual property is protected through its knowledge and integration of the entire business process and its exclusive business and technical arrangements with two U.S. producers of mobile refrigeration units. StarTrak also has some proprietary components protected by U.S. patents.

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THE REEFER MARKET

StarTrak interactive tracking capability can be used on multiple asset types. However, because of its relationship with two North American reefer manufacturers, StarTrak is focusing its technology solutions on the refrigerated transportation industry. These reefers are managed by an on-board electronics control system equipped with sensors and control systems that extend inside the storage space of the trailer, container or rail car. A microprocessor in the reefer unit controls and manages the temperature of the freight by interfacing with numerous sensors, generates alarms and stores relevant data. Typically, a reefer unit is managed "locally" by a driver or yard worker who is physically present to manipulate the electronic controls manually.

We estimate that there are approximately 450,000 reefer units in service in North America. StarTrak capabilities can be retrofitted to almost any unit in service.

Recommendation of the Alanco Board of Directors

The Alanco Board of Directors has determined that it is in the best interests of Alanco and its shareholders that payment of all additional consideration to be paid to the Sellers should be paid in the form of the Company's Class A Common Stock rather than in cash and unanimously recommends that you vote in favor of the proposal to approve the issuance of the Class A Common Stock to the Sellers.

SELECTED FINANCIAL DATA AND PRO FORMA INFORMATION

Selected Historical Financial Data. The unaudited Alanco financial statements for the quarter ended September 30, 2006 were filed timely with the SEC on Form 10-QSB. The audited financial statements of Alanco for the fiscal years ended June 30, 2006 and 2005 were filed timely on Form 10-KSB. Form 10-QSB for the period ended September 30, 2006 (provided in this proxy statement as Appendix C), and Form 10-KSB for the year ended June 30, 2006 are incorporated by reference in this Proxy Statement.

The audited consolidated balance sheets of StarTrak Systems, LLC and Subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of operations, members' deficit and cash flows for the years then ended (attached to this proxy statement as Appendix A) and the unaudited interim financial statements for the period ended March 31, 2006 (attached to this proxy statement as Appendix B) are provided to assist you in your analysis of the financial aspects of StarTrak.

Selected Pro Forma Financial Data. The unaudited condensed pro forma Balance Sheet as of March 31, 2006 and the condensed pro forma combining Statement of Operations for StarTrak and Alanco for the twelve months ended June 30, 2005 and the nine months ended March 31, 2006, are presented below.

Alanco Technologies, Inc. and Subsidiaries
Pro Forma Condensed Consolidated Balance Sheet (Unaudited)
March 31, 2006

Pro Forma Consolidated Unaudited Financial Information:

The following represents a pro forma condensed consolidated balance sheet as of March 31, 2006, assuming the Company's acquisition of StarTrak Systems, LLC was consumated as of that date.

	(Dollars in Thousands)			
	Alanco Technologies Inc.	StarTrak Systems LLC	Pro Forma Adjustments	Pro Forma Consolidated Amounts
ASSETS				
Current Assets:				
Cash	$ 197	$ 49	$	$ 246
Accounts Receivable, Net	925	1,011		1,936
Notes receivable	30	0		30
Inventory	2,253	794		3,047
Other Current Assets	545	89		634
Total Current Assets	3,950	1,943		5,893
Property and Equipment, net	196	47		243
Goodwill	5,356		13,700 (1)	19,056
Intangible Assets, Net	395		1,600 (2)	1,995
Other Assets, Net	97	6		103
	$ 9,994	$ 1,996	$ 15,300	$ 27,290
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities				
Notes payable - current portion	$ 89	$ 555	$ 257 (1)	$ 901
Due to Members		838		838
Accounts Payable & Accrued Expense	1,494	2,928	168 (1)	4,590

Deferred Revenue & Customer Advances	47	1,243		1,290
Billing in exess of Costs and Est. Earnings	32			32
Total Current Liabilities	1,662	5,564	425	7,651
Notes Payable, Long-term - Net	1,314	2,000		3,314
Preferred Stock - Series B	719			719
Shareholders Equity	6,299	(5,568)	9,307 (1) 5,568 (1)	15,606
Total Liabilities & Shareholders' Equity	$ 9,994	$ 1,996	$ 15,300	$ 27,290

(1) Pro forma adjustments to reflect the purchase of StarTrak Systems,LLC ("StarTrak") for the assumption of $5,568 million in liabilities over assets and the issuance of 13.2 million of Alanco Class A Common Shares to the owners valued at $9.2 million. Costs associated with the acquisition amounted to approximately $532,000, resulting in a short term note payable of $257,000, accounts payable of $168,000 and the issuance of approximately 153,500 common shares valued at $107,000.

(2) The amount allocated to other intangible assets represents management's estimate of the value of other intangible assets, including patents, trademarks, software, etc. The Company has engaged an independent consultant to appraise StarTrak's assets and propose an allocation of the purchase price. The results of the appraisal will be used to record the acquisition effective June 30, 2006.

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ALANCO TECHNOLOGIES, INC AND SUBSIDIARIES
PROFORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (Unaudited)
For the Year ended June 30, 2005

The following represents an unaudited pro forma condensed consolidated statement of operations fo the year ended June 30, 2005, assuming the Company's acquisition of StarTrak Systems LLC was consumated on July 1, 2004.

-	(Dollars in Thousands)			
	Alanco Technologies, Inc.	StarTrak Systems LLC	Pro Forma Adjustments	Pro Form Consolida Amounts
Sales	$7,184	$6,404		$13,58
Cost of Sales	4,676	4,645		9,32
Selling, General and Administrative Expense	6,371	5,815		12,18
Amortization of Intangibles - Startrak			220 (2)	22
	11,047	10,460	220	21,72
Operating Loss	(3,863)	(4,056)		(8,13
Interest Expense, net	(35)	(272)	(53) (1)	(36

Other Income	107	200		30
Loss From Operations	(3,791)	(4,128)	(53) (1)	(8,19
Preferred Stock Dividends - paid in kind	(521)	0		(52
Net Loss Attributable to Common Stockholders	($4,312)	($4,128)	($273)	($8,71
Net Loss Per Share - Basic and Diluted	($0.17)			($0.2
Weighted Average Common Shares Outstanding - shares in thousands	25,356		13,353 (1)	38,70

(1) Additional interest expense and common shares related to acquisition

(2) To record management's estimate of amortization expense-related purchase price allocation.

ALANCO TECHNOLOGIES, INC AND SUBSIDIARIES
PROFORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (Unaudited)
For the Nine Months ended March 31, 2006

The following represents an unaudited pro forma condensed consolidated statement of operations for the nine months ended March 31, 2006, assuming the Company's acquisition of StarTrak Systems LLC was consumated on July 1, 2005.

	(Dollars in Thousands)			
	Alanco Technologies, Inc.	StarTrak Systems LLC	Pro Forma Adjustments	Pro Form Consolida Amounts
Sales	$4,693	$5,764		$10,4
Cost of Sales	3,085	4,035		7,12
Selling, General and Administrative Expense	4,717	4,417		9,13
Amortization of Intangibles - StarTrak			165 (2)	16
	7,802	8,452	165	16,4
Operating Loss	(3,109)	(2,688)		(5,96
Interest Expense, net	(66)	(282)	(40) (1)	(38
Other Income	77	143		2
Loss From Operations	(3,098)	(2,827)	(40)	(6,13
Preferred Stock Dividends - paid in kind	(565)	0		(56
Net Loss Attributable to Common Stockholders	($3,663)	($2,827)	($205)	($6,69
Net Loss Per Share - Basic and Diluted	($0.13)			($0.1

Weighted Average Common Shares			
Outstanding - shares in thousands	28,352	13,353 (1)	41,7

(1) Additional interest expense and common shares related to acquisition

(2) To record management's estimate of amortization expense-related purchase price allocation.

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INDEPENDENT AUDITOR

Semple & Cooper, LLP, Phoenix, Arizona, was appointed as the Company's Independent Auditor for the fiscal years ended June 30, 2000, 2001, 2002, 2003, 2004, 2005, and 2006. The Company anticipates the appointment of Semple & Cooper, LLP to audit the Company's financial statements for the fiscal year ending June 30, 2007. A representative of Semple & Cooper, LLP is expected to attend the Shareholders' Meeting and will have an opportunity to make a statement if the representative desires to do so and is expected to be available to respond to appropriate questions.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to "incorporate by reference" information into this Proxy Statement, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. This Proxy Statement incorporates by reference documents which are not presented in this Proxy Statement or delivered to you with it. The information incorporated by reference is an important part of this Proxy Statement. We incorporate by reference the documents listed below and amendments to them. These documents and their amendments were previously filed with the SEC.

The following documents filed by us with the SEC are incorporated by reference in this Proxy Statement:

1. Our Form 10-KSB/A filed with the SEC on December 20, 2006.
2. Our Form 10-QSB/A filed with the SEC on December 20, 2006.

REQUEST FOR COPY OF FORM 10-KSB/A

Shareholders may receive a copy of the Form 10-KSB/A without charge via e-mail request to alanco@alanco.com, by calling the Company at 480-607-1010, Ext. 857, or by writing to the Company to the attention of the Company's Corporate Secretary at 15575 North 83rd Way, Suite 3, Scottsdale, Arizona 85260.

SHAREHOLDER PROPOSALS TO BE PRESENTED AT THE NEXT ANNUAL MEETING;
DISCRETIONARY AUTHORITY; OTHER BUSINESS

Any shareholder who intends to present a proposal at the annual meeting of shareholders for the year ending June 30, 2007, and have it included in the Company's proxy materials for that meeting generally must deliver the proposal to us for our consideration not less than 120 calendar days in advance of the date of the Company's proxy statement released to security holders in connection with the previous year's annual meeting of security holders and must comply with Rule 14a-8 under the Securities Exchange Act of 1934, as amended. In accordance with the above rule, the applicable proposal submission deadline for the 2007 annual meeting of shareholders would be September 4, 2007.

Pursuant to Rule 14a-4 under the Securities Exchange Act of 1934, as amended,

the Company intends to retain discretionary authority to vote proxies with respect to shareholder proposals properly presented at the Meeting, except in circumstances where (i) the Company receives notice of the proposed matter a reasonable time before the Company begins to mail its proxy materials (including this proxy statement), and (ii) the proponent complies with the other requirements set forth in Rule 14a-4.

The Board of Directors is not aware of any other business to be considered or acted upon at the Meeting other than that for which notice is provided, but in the event other business is properly presented at the Meeting, requiring a vote of shareholders, the proxy will be voted in accordance with the judgment on such matters of the person or persons acting as proxy (except as described in the preceding paragraph). If any matter not appropriate for action at the Meeting should be presented, the holders of the proxies shall vote against the consideration thereof or action thereon.

ADELE L. MACKINTOSH
SECRETARY

Scottsdale, Arizona
December 14, 2006

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Proxy Solicited by the Board of Directors of Alanco Technologies, Inc.

The undersigned hereby appoints Robert R. Kauffman and John A. Carlson, or any one of them, with full power of substitution, as attorneys-in-fact and proxies to represent the undersigned at the Annual Meeting of Shareholders of Alanco Technologies, Inc. to be held at 15575 N. 83rd Way, Scottsdale, Arizona, at 10:00 a.m. Mountain Standard Time, on January 30, 2007, and at any and all adjournments thereof, to vote in the name and place of the undersigned with all the power which the undersigned would possess if personally present, all of the stock of Alanco Technologies, Inc. standing in the name of the undersigned, upon such business as may properly come before the meeting, including the following as set forth hereon.

A SHAREHOLDER MAY USE CUMULATIVE VOTING FOR THE NOMINEES OF THAT PROPOSAL BY VOTING THE NUMBER OF THE SHARES HELD TIMES THE NUMBER OF DIRECTORS BEING ELECTED ON A SINGLE OR GROUP OF CANDIDATES. SHAREHOLDERS MAY ALSO WITHHOLD AUTHORITY TO VOTE FOR A NOMINEE(S) BY DRAWING A LINE THROUGH THE NOMINEE'S NAME(S). FOR EXAMPLE, A SHAREHOLDER WITH 1,000 SHARES MAY CAST A TOTAL OF 7,000 VOTES (# OF SHARES X 7 DIRECTORS) FOR ALL, ONE, OR A SELECT NUMBER OF CANDIDATES.

PROPOSAL NO. 1 ELECTION TO THE BOARD OF DIRECTORS

FOR Management nominees listed below equally among all the nominees OR VOTED AS FOLLOWS:

Harold S. Carpenter	______ Shares	James T. Hecker	______ Shares	Timothy P. Slifkin	______ Shares
Robert R. Kauffman	______ Shares	Thomas C. LaVoy	______ Shares		
John A. Carlson	______ Shares	Donald E. Anderson	Shares		

t the subcontractor, our failure to extend existing task orders or is

Contracting on government programs is subject to significant regulation, including rules related to bidding, billing and accounting kickbacks and false claims, and any non-compliance could subject us to fines and penalties or possible debarment. Like all government contractors, we are subject to risks associated with this contracting. These risks

include the potential for substantial civil and criminal fines and penalties. These fines and penalties could be imposed for failing to follow procurement integrity and bidding rules, employing improper billing practices or otherwise failing to follow cost accounting standards, receiving or paying kickbacks or filing false claims. We have been, and expect to continue to be, subjected to audits and investigations by U.S. and foreign government agencies and authorities. The failure to comply with the terms of our government contracts could harm our business reputation. It could also result in our progress payments being withheld or our suspension or debarment from future government contracts.

The loss of The Boeing Company as a customer or a significant reduction in sales to The Boeing Company could adversely impact our operating results. We provide The Boeing Company, or Boeing, with controls for both military and commercial applications, which, in total, were 16% of our 2014 sales. Sales to Boeing's commercial airplane group are generally made under a long-term supply agreement through 2021 for the Boeing 787 and through 2019 for other commercial airplanes. The loss of Boeing as a customer or a significant reduction in sales to Boeing could reduce our sales and earnings.

Our new product research and development efforts may not be successful which could reduce our sales and earnings. Technologies related to our products have undergone, and in the future may undergo, significant changes. We have incurred, and we expect to continue to incur, expenses associated with research and development activities and the introduction of new products in order to succeed in the future. Our technology has been developed through customer-funded and internally funded research and development and through business acquisitions. If we fail to predict customers' preferences or fail to provide viable technological solutions, we may experience difficulties that could delay or prevent the acceptance of new products or product enhancements. The research and development expenses we incur may exceed our cost estimates and new products we develop may not generate sales sufficient to offset our costs. Additionally, our competitors may develop technologies and products that have more competitive advantages than ours and render our technology obsolete or uncompetitive.

Our inability to adequately enforce and protect our intellectual property or defend against assertions of infringement could prevent or restrict our ability to compete. We rely on patents, trademarks and proprietary knowledge and technology, both internally developed and acquired, in order to maintain a competitive advantage. Our inability to defend against the unauthorized use of these rights and assets could have an adverse effect on our results of operations and financial condition. Litigation may be necessary to protect our intellectual property rights or defend against claims of infringement. This litigation could result in significant costs and divert our management's focus away from operations.

Our business operations may be adversely affected by information systems interruptions, intrusions or new software implementations. We are dependent on various information technologies throughout our company to administer, store and support multiple business activities. Disruptions or cybersecurity attacks, such as unauthorized access, malicious software and other intrusions may lead to exposure of proprietary and confidential information as well as potential data corruption. Any intrusion may cause operational stoppages, diminished competitive advantages through reputational damages and increased operational costs. We are initiating a multi-year business information system transformation and standardization project. This endeavor will occupy additional resources, diverting attention from other operational activities, and may cause our information systems to perform unexpectedly. While we expect to invest significant resources throughout the planning and project management process, unanticipated delays could occur.

Our indebtedness and restrictive covenants under our credit facilities could limit our operational and financial flexibility. We have incurred significant indebtedness, and may in the future incur additional debt for acquisitions, operations, research and development and capital expenditures. Our ability to make interest and scheduled principal payments and meet restrictive covenants could be adversely impacted by changes in the availability, terms and cost of capital, increases in interest rates or a reduction in credit rating or outlook. These changes could cause our cost of doing business to increase and limit our ability to pursue acquisition opportunities, react to market conditions and meet operational and capital needs, which would place us at a competitive disadvantage.

Significant changes in discount rates, rates of return on pension assets, mortality tables and other factors could adversely affect our earnings and equity and increase our pension funding requirements. Pension obligations and the related costs are determined using actual results and actuarial valuations that involve several assumptions. The most critical assumptions are the discount rate, the long-term expected return on assets and mortality. Other assumptions include salary increases and retirement age. Some of these assumptions, such as the discount rate and return on pension assets, are reflective of economic conditions and largely out of our control. Positive or negative changes in these assumptions could adversely affect our earnings, equity and funding requirements.

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A write-off of all or part of our goodwill or other intangible assets could adversely affect our operating results and net worth. Goodwill and other intangible assets are a substantial portion of our assets. At September 27, 2014, goodwill was $758 million and other intangible assets were $178 million of our total assets of $3.2 billion. Our goodwill and other intangible assets may increase in the future since our strategy includes growth through acquisitions. We may have to write off all or part of our goodwill or other intangible assets if their value becomes impaired. Although this write-off would be a non-cash charge, it could reduce our earnings and net worth significantly. Among other adverse impacts, this could result in our inability to refinance or renegotiate the terms of our bank indebtedness. In the fourth quarter of 2013, we took a $38 million goodwill impairment charge in our Medical Devices segment.
Our sales and earnings may be affected if we cannot identify, acquire or integrate strategic acquisitions, or if we engage in divesting activities. Acquisitions are a key part of our growth strategy. Our historical growth has depended, and our future growth is likely to depend, in part, on our ability to successfully identify, acquire and integrate acquired businesses. We intend to continue to seek additional acquisition opportunities, both to expand into new markets and to enhance our position in existing markets throughout the world. Growth by acquisition involves risk that could adversely affect our financial condition and operating results. We may not know the potential exposure to unanticipated liabilities. Additionally, the expected benefits or synergies might not be fully realized, integrating operations and personnel may be slowed and key employees, suppliers or customers of the acquired business may depart. We may also engage in divesting activities if the business operations do not meet our strategic objectives. Divestitures could adversely affect our profitability and, under certain circumstances, require us to record impairment charges or a loss as a result of a transaction. In pursuing acquisition opportunities, integrating acquired businesses, or divesting business operations, management's time and attention may be diverted from our core business, all the while consuming resources and incurring expenses for these activities.

Our operations in foreign countries expose us to political and currency risks and adverse changes in local legal and regulatory environments. We have significant manufacturing and sales operations in foreign countries. In addition, our domestic operations have sales to foreign customers. In 2014, 41% of our net sales were to customers outside of the United States. Our financial results may be adversely affected by fluctuations in foreign currencies and by the translation of the financial statements of our foreign subsidiaries from local currencies into U.S. dollars. We expect international operations and export sales to continue to contribute to our earnings for the foreseeable future. Both the sales from international operations and export sales are subject in varying degrees to risks inherent in doing business outside of the United States. Such risks include the possibility of unfavorable circumstances arising from host country laws or regulations, changes in tariff and trade barriers and import or export licensing requirements, and political or economic reprioritization, insurrection, civil disturbance or war.
Unforeseen exposure to additional income tax liabilities may affect our operating results. Our distribution of taxable income is subject to domestic and, as a result of our significant manufacturing and sales presence in foreign countries, foreign tax jurisdictions. Our effective tax rate and earnings may be affected by shifts in our mix of earnings in countries with varying statutory tax rates, changes in reinvested foreign earnings, alterations to tax regulations or interpretations and outcomes of any audits performed on previous tax returns.
Government regulations could limit our ability to sell our products outside the United States and otherwise adversely affect our business. In 2014, approximately 12% of our sales were subject to compliance with the United States export regulations. Our failure to obtain, or fully adhere to the limitations contained in, the requisite licenses, meet registration standards or comply with other government export regulations would hinder our ability to generate revenues from the sale of our products outside the United States. The absence of comparable restrictions on competitors in other countries may adversely affect our competitive position. In order to sell our products in European Union countries, we must satisfy certain technical requirements. If we are unable to comply with those requirements with respect to a significant quantity of our products, our sales in Europe would be restricted. Doing business internationally also subjects us to numerous U.S. and foreign laws and regulations, including regulations relating to import-export control, technology transfer restrictions, foreign corrupt practices and anti-boycott provisions. From time to time, we may file voluntary disclosure reports with the U.S. Department of State and the Department of Commerce regarding certain violations of U.S. export laws and regulations discovered by us in the course of our business activities, employee training or internal reviews and audits. To date, voluntary disclosures have not resulted

in a fine, penalty, or export privilege denial or restriction that has had a material adverse impact on our financial condition or ability to export. Our failure, or failure by an authorized agent or representative that is attributable to us, to comply with these laws and regulations could result in administrative, civil or criminal liabilities and could, in the extreme case, result in financial penalties or suspension or debarment from government contracts or suspension of our export privileges, which could have a material adverse effect on us.

New governmental regulations and customer demands related to conflict minerals may adversely impact our operating results. Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, required the Securities and Exchange Commission to establish new disclosure requirements for publicly-traded companies whose products contain metals derived from conflict minerals originating from the Democratic Republic of Congo (DRC) and its neighboring countries. The implementation of these requirements could result in additional costs associated with complying with the disclosure requirements. As this final rule will likely impact our suppliers, the availability of raw materials used in our operations could be negatively impacted, including an increase in the price of raw materials. In addition, because our global supply chain is complex, we may face commercial challenges if we are unable to sufficiently verify the origins for all metals used in our products through the due diligence procedures that we implement. We will work with our suppliers and customers to exclude, to the extent feasible, from our product supply chain the use of conflict minerals originating from the DRC or adjoining countries.

The failure or misuse of our products may damage our reputation, necessitate a product recall or result in claims against us that exceed our insurance coverage, thereby requiring us to pay significant damages. Defects in the design and manufacture of our products may necessitate a product recall. We include complex system designs and components in our products that could contain errors or defects, particularly when we incorporate new technology into our products. If any of our products are defective, we could be required to redesign or recall those products or pay substantial damages or warranty claims and face actions by regulatory bodies and government authorities. Such an event could result in significant expenses, disrupt sales, affect our reputation and that of our products and cause us to withdraw from certain markets. We are also exposed to product liability claims. Many of our products are used in applications where their failure or misuse could result in significant property loss and serious personal injury or death. We carry product liability insurance consistent with industry norms. However, these insurance coverages may not be sufficient to fully cover the payment of any potential claim. A product recall or a product liability claim not covered by insurance could have a material adverse effect on our business, financial condition and results of operations.

Future terror attacks, war, natural disasters or other catastrophic events beyond our control could negatively impact our business. Terror attacks, war or other civil disturbances, natural disasters and other catastrophic events could lead to economic instability and decreases in demand for commercial products, which could negatively impact our business, financial condition, results of operations and cash flows. Terrorist attacks worldwide have caused instability from time to time in global financial markets and the aviation industry. In 2014, 22% of our net sales were in the commercial aircraft market. Our facilities are located throughout the world. They could be subject to damage from fire, flood, earthquake or other natural or man-made disasters. Although we carry third party property insurance covering these and other risks, our inability to meet customers' schedules as a result of a catastrophe may result in a loss of customers or significant additional costs, such as penalty claims under customer contracts.
Our operations are subject to environmental laws, and complying with those laws may cause us to incur significant costs. Our operations and facilities are subject to numerous stringent environmental laws and regulations. Although we believe that we are in material compliance with these laws and regulations, future changes in these laws, regulations or interpretations of them, or changes in the nature of our operations may require us to make significant capital expenditures to ensure compliance. We have been and are currently involved in environmental remediation activities, the cost of which may become significant depending on the discovery of additional environmental exposures at sites that we currently own or operate and at sites that we formerly owned or operated, or at sites to which we have sent hazardous substances or wastes for treatment, recycling or disposal.
We are involved in various legal proceedings, the outcome of which may be unfavorable to us. Our business may be adversely impacted by the outcome of legal proceedings and other contingencies that cannot be predicted with certainty. We estimate loss contingencies and establish reserves based on our assessment where liability is deemed probable and reasonably estimable given the facts and circumstances known to us at a particular point in time. Subsequent developments may affect our assessment and estimates of the loss contingencies recorded as liabilities.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

On September 27, 2014, we occupied 5,216,000 square feet of space, distributed by segment as follows:

	Square Feet		
	Owned	Leased	Total
Aircraft Controls	1,448,000	372,000	1,820,000
Space and Defense Controls	531,000	412,000	943,000
Industrial Systems	744,000	563,000	1,307,000
Components	629,000	233,000	862,000
Medical Devices	137,000	125,000	262,000
Corporate Headquarters	20,000	2,000	22,000
Total	3,509,000	1,707,000	5,216,000

We have principal manufacturing facilities in the United States and countries throughout the world in the following locations:

- Aircraft Controls - U.S., United Kingdom and Philippines.
- Space and Defense Controls - U.S., Netherlands, United Kingdom, Germany and Ireland.
- Industrial Systems - Germany, U.S., Italy, China, Netherlands, Luxembourg, Philippines, India, Japan, Ireland and United Kingdom.
- Components - U.S., United Kingdom and Canada.
- Medical Devices - U.S., Costa Rica and Lithuania.

Our corporate headquarters is located in East Aurora, New York.

We believe that our properties have been adequately maintained and are generally in good condition. Operating leases for our properties expire at various times from 2015 through 2036. Upon the expiration of our current leases, we believe that we will be able to either secure renewal terms or enter into leases for alternative locations at market terms.

Item 3. Legal Proceedings.

From time to time, we are involved in legal proceedings. We are not a party to any pending legal proceedings that management believes will result in a material adverse effect on our financial condition, results of operations or cash flows.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Our two classes of common shares, Class A common stock and Class B common stock, are traded on the New York Stock Exchange ("NYSE") under the ticker symbols MOG.A and MOG.B. The following chart sets forth, for the periods indicated, the high and low sales prices of the Class A common stock and Class B common stock on the NYSE.

Quarterly Stock Prices

	Class A		Class B	
Fiscal Year Ended	High	Low	High	Low
September 27, 2014				
1st Quarter	$69.97	$56.07	$69.80	$56.67
2nd Quarter	69.45	57.11	69.44	57.61
3rd Quarter	75.00	60.00	74.65	61.10
4th Quarter	74.20	65.42	73.83	65.98
September 28, 2013				
1st Quarter	$41.38	$33.46	$41.00	$33.75
2nd Quarter	47.41	40.03	47.50	40.20
3rd Quarter	52.49	42.85	51.87	43.40
4th Quarter	59.81	50.38	59.40	50.69

The number of shareholders of record of Class A common stock and Class B common stock was 853 and 375, respectively, as of November 5, 2014.

We did not pay cash dividends on our Class A common stock or Class B common stock in 2013 or 2014 and have no current plans to do so.

The following table summarizes our purchases of our common stock for the quarter ended September 27, 2014.
Issuer Purchases of Equity Securities

Period	(a) Total Number of Shares Purchased (1)(2)	(b) Average Price Paid Per Share	(c) Total number of Shares Purchased as Part of Publicly Announced Plans or Programs (3)	(d) Maximum Number (or Approx. Dollar Value) of Shares that May Yet Be Purchased Under Plans or Programs (3)
June 29 - July 31, 2014	378,790	$69.77	377,497	1,490,569
August 1 - August 31, 2014	684,168	68.67	670,446	5,820,123
September 1 - September 27, 2014	847,114	69.90	822,000	4,998,123
Total	1,910,072	$69.43	1,869,943	4,998,123

(1) Reflects purchases by the Moog Inc. Stock Employee Compensation Trust Agreement ("SECT") of shares of Class B common stock from the Moog Inc. Retirement Savings Plan ("RSP") as follows: 1,293 shares at $69.94 per share during July, 13,722 shares at $68.87 per share during August and 23,594 shares at $70.45 per share during September. Purchases by the SECT from members of the Moog family included: 300 shares of Class B common stock at $70.75 per share on September 22, 2014.

(2) In connection with the exercise of stock options, we accept, from time to time, delivery of shares to pay the exercise price of stock options. On September 9, 2014, we accepted delivery of 1,220 shares at $71.77 per share, in connection with the exercise of stock options.

(3) In December 2011, the Board of Directors authorized a share repurchase program, which was amended in January 2014. The program permits the purchase of up to 4,000,000 shares of Class A or Class B common stock in open market or privately negotiated transactions at the discretion of management. In August 2014, the Board of Directors authorized an additional repurchase of up to 5,000,000 shares of Class A or Class B common stock under identical terms and conditions. During July, we purchased 376,056 Class A shares at an average price of $69.77 per share and 1,441 Class B shares at an average price of $70.71 per share. In August, we purchased 669,506 Class A shares at an average price of $68.67 per share and 940 Class B shares at an average price of $67.47 per share. In September, we purchased 822,000 Class A shares at an average price of $69.88 per share.

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Performance Graph

The following graph and tables show the performance of the Company's Class A common stock compared to the NYSE Composite-Total Return Index and the S&P Aerospace & Defense Index for a $100 investment made on September 30, 2009, including reinvestment of any dividends.

	9/09	9/10	9/11	9/12	9/13	9/14
Moog Inc. - Class A Common Stock	$100.00	$120.37	$110.58	$128.37	$198.88	$231.86
NYSE Composite - Total Return Index	100.00	107.81	102.89	128.40	153.59	174.97
S&P Aerospace & Defense Index	100.00	113.73	114.69	139.79	202.76	239.62

Item 6. Selected Financial Data.

For a more detailed discussion of 2012 through 2014, refer to Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations of this report and Item 8, Financial Statements and Supplementary Data of this report.

(dollars in thousands, except per share data)	2014(1)	2013(2)(3)	2012(4)	2011(4)	2010(4)
RESULTS FROM OPERATIONS					
Net sales	$2,648,385	$2,610,311	$2,469,536	$2,330,680	$2,114,252
Net earnings	158,198	120,497	152,462	136,021	108,094
Net earnings per share					
Basic	$3.57	$2.66	$3.37	$2.99	$2.38
Diluted	$3.52	$2.63	$3.33	$2.95	$2.36
Weighted-average shares outstanding					
Basic	44,362,412	45,335,336	45,246,960	45,501,806	45,363,738
Diluted	44,952,437	45,823,720	45,718,324	46,047,422	45,709,020
FINANCIAL POSITION					
Total assets	$3,208,452	$3,237,095	$3,105,907	$2,842,967	$2,712,134
Working capital	941,260	924,145	885,032	834,056	812,805
Securitized debt	100,000	100,000	81,800	—	—
Indebtedness - senior	774,036	417,595	304,243	346,851	386,103
Indebtedness - senior subordinated	—	191,562	378,579	378,596	378,613
Shareholders' equity	1,347,415	1,535,765	1,304,790	1,191,891	1,120,956
Shareholders' equity per common share outstanding	$32.51	$33.86	$28.80	$26.38	$24.70
SUPPLEMENTAL FINANCIAL DATA					
Capital expenditures	$78,771	$93,174	$107,030	$83,695	$65,949
Depreciation and amortization	109,259	108,073	100,816	96,327	91,216
Research and development	139,462	134,652	116,403	106,385	102,600
Twelve-month backlog (5)	1,339,959	1,296,371	1,279,307	1,324,809	1,181,303
RATIOS					
Net return on sales	6.0%	4.6%	6.2%	5.8%	5.1%
Return on shareholders' equity	10.4%	8.6%	12.1%	11.4%	9.8%
Current ratio	2.30	2.28	2.33	2.53	2.70
Net debt to capitalization (6)	32.3%	26.4%	32.1%	33.9%	36.8%

(1) Includes the effects of our share repurchase program. See the Consolidated Statements of Shareholders' Equity and Consolidated Statements of Cash Flow at Item 8, Financial Statements and Supplementary Data of this report.

(2) Includes goodwill impairment charge. See Note 6 of the Consolidated Financial Statements at Item 8, Financial Statements and Supplementary Data of this report.

(3) Includes the effects of acquisitions. See Note 2 of the Consolidated Financial Statements at Item 8, Financial Statements and Supplementary Data of this report.

(4) Includes the effects of acquisitions. In 2012, we acquired four business, two each in our Components and Space and Defense Controls segments. In 2011, we acquired three business, two in our Aircraft Controls segment and one in our Components segment. In 2010, we acquired four businesses, one each in our Aircraft Controls and Industrial Systems segments and two in our Space and Defense Controls segment.

(5) Twelve-month backlog is defined as confirmed orders we believe will be recognized as revenue within the next twelve months.

(6) Net debt is total debt less cash and cash equivalents. Capitalization is the sum of net debt and shareholders' equity.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

OVERVIEW

We are a worldwide designer, manufacturer and systems integrator of high performance precision motion and fluid controls and control systems for a broad range of applications in aerospace and defense and industrial markets.

Within the aerospace and defense market, our products and systems include:

- Defense market - primary and secondary flight controls for military aircraft, tactical and strategic missile steering controls and gun aiming controls, stabilization and automatic ammunition loading controls for armored combat vehicles.
- Commercial aircraft market - primary and secondary flight controls for commercial aircraft.
- Commercial space market - space satellite positioning controls and thrust vector controls for space launch vehicles.

In the industrial market, our products are used in a wide range of applications including:

- Industrial automation market - injection molding, metal forming, heavy industry, material and automotive testing, pilot training simulators and surveillance systems.
- Energy market - oil and gas exploration, wind energy and power generation.
- Medical market - motors used in sleep apnea devices, enteral clinical nutrition and infusion therapy pumps and CT scanners.

We operate under five segments, Aircraft Controls, Space and Defense Controls, Industrial Systems, Components and Medical Devices. Our principal manufacturing facilities are located in the United States, United Kingdom, Philippines, Germany, Italy, Netherlands, China, Costa Rica, Japan, Luxembourg, India, Canada and Ireland.

We have long-term contracts with some of our customers. These contracts are predominantly within Aircraft Controls and Space and Defense Controls and represent 34%, 33% and 32% of our sales in 2014, 2013 and 2012, respectively. We recognize revenue on these contracts using the percentage of completion, cost-to-cost method of accounting as work progresses toward completion. The remainder of our sales are recognized when the risks and rewards of ownership and title to the product are transferred to the customer, principally as units are delivered or as service obligations are satisfied. This method of revenue recognition is predominantly used within the Industrial Systems, Components and Medical Devices segments, as well as with aftermarket activity.

We concentrate on providing our customers with products designed and manufactured to the highest quality standards. Our products are applied in demanding applications, "When Performance Really Matters®." We believe we have achieved a leadership position in the high performance, precision controls market, by capitalizing on our strengths, which include:

- superior technical competence in delivering mission-critical solutions,
- an innovative customer-intimacy approach,
- a diverse base of customers and end markets served by a broad product portfolio,
- well-established international presence serving customers worldwide, and
- a proven ability to successfully undertake investments designed to enhance our control systems product franchise and drive continued growth.

These strengths afford us the ability to innovate our current solutions into new, complimentary technologies, providing us the opportunity to expand our product scope supply from one market to another. In addition, we will continue to strive for achieving substantial content positions on the platforms on which we currently participate, while strengthening our position in the current niche markets we serve. We also look for innovation in all aspects of our business, employing new technologies to improve productivity and to develop innovative business models.

These activities will help us achieve our financial objectives of increasing our revenue base and improving our long term profitability and cash flow from operations while continuously focusing on internal cost improvement initiatives. In doing so, we expect to maintain a balanced, diversified portfolio in terms of markets served, product applications, customer base and geographic presence. Our fundamental strategies to achieve our objectives include:

- maintaining our technological excellence by building upon our systems integration capabilities while solving our customers' most demanding technical problems in applications "When Performance Really Matters®,"
- utilizing our global capabilities and strong engineering heritage,
- continuing to grow our profitable aftermarket business,
- capitalizing on strategic acquisitions and opportunities,
- maximizing customer value through continuous cost improvements, and
- investing in talent development to accelerate our leadership capability and employee performance.

We face numerous challenges to improve shareholder value. These include, but are not limited to, adjusting to dynamic global economic conditions that are influenced by governmental, industrial and commercial factors, pricing pressures from customers, strong competition, foreign currency fluctuations and increases in employee benefit costs. We address these challenges by focusing on strategic revenue growth, by continuing to improve operating efficiencies through various process and manufacturing initiatives and using low cost manufacturing facilities without compromising quality. Based on periodic strategy reviews, including the financial outlook of our business, we may also engage in restructuring activities, including reducing overhead, consolidating facilities and exiting some product lines.

Financial Highlights

Net earnings in 2014 grew 31% to a company record of $158 million compared to 2013. We also generated $287 million in cash flow from operations in 2014. We continued to increase shareholder return by repurchasing 4 million shares of common stock. We lowered our average outstanding shares 2%, going from 46 million in 2013 to 45 million in 2014. Earnings per share grew 34%, driven in part by the absence of last year's goodwill impairment and loss on divestiture, as well as lower interest rates and our share repurchase program. Our strong cash from operations is mainly due to favorable timing on collections of receivables and improved inventory turns. We achieved this level of cash from operations in 2014 despite higher levels of pension contributions.

Acquisitions and Divestitures

All of our acquisitions are accounted for under the purchase method and, accordingly, the operating results for the acquired companies are included in the consolidated statements of earnings from the respective dates of acquisition. Under purchase accounting, we record assets and liabilities at fair value and such amounts are reflected in the respective captions on the consolidated balance sheets. The purchase price described for each acquisition below is net of any cash acquired, includes debt issued or assumed and the fair value of contingent consideration.

We did not complete any acquisitions in 2014.

In 2013, we completed two business combinations. One of these business combinations was in our Space and Defense Controls segment. We acquired Broad Reach Engineering for $46 million. Based in Colorado, Broad Reach Engineering is a leading designer and manufacturer of spaceflight electronics and software for aerospace, scientific, commercial and military missions. The company also provides ground testing, launch and on-orbit operations. We also completed one business combination in our Components segment. We acquired Aspen Motion Technologies, located in Radford, Virginia for $34 million. Aspen is a designer and manufacturer of high-performance permanent magnet brushless DC motors, integrated digital controls and motorized impellers. Aspen also specializes in custom motor designs for end product integration in a variety of high-performance industrial applications.

In 2013, we completed one divestiture in our Medical Devices segment. We sold our Buffalo, New York operations of Ethox Medical for $5 million.

Also in 2013, we began exploring strategic options for our Medical Devices segment, including the possibility of selling the entire segment.

CRITICAL ACCOUNTING POLICIES

Our financial statements and accompanying notes are prepared in accordance with U.S. generally accepted accounting principles. The preparation of these consolidated financial statements requires us to make estimates, assumptions and judgments that affect the amounts reported. These estimates, assumptions and judgments are affected by our application of accounting policies, which are discussed in Note 1 of Item 8, Financial Statements and Supplementary Data of this report. We believe the accounting policies discussed below are the most critical in understanding and evaluating our financial results. These critical accounting policies have been reviewed with the Audit Committee of our Board of Directors.

Revenue Recognition on Long-Term Contracts

Revenue representing 34% of 2014 sales was accounted for using the percentage of completion, cost-to-cost method of accounting. This method of revenue recognition is predominantly used within the Aircraft Controls and Space and Defense Controls segments due to the contractual nature of the business activities, with the exception of their respective aftermarket activities. The contractual arrangements are either firm fixed-price or cost-plus contracts and are with the U.S. Government or its prime subcontractors, foreign governments or commercial aircraft manufacturers, including Boeing and Airbus. The nature of the contractual arrangements includes customers' requirements for delivery of hardware as well as funded nonrecurring development work in anticipation of follow-on production orders.

We recognize revenue on contracts in the current period using the percentage of completion, cost-to-cost method of accounting as work progresses toward completion as determined by the ratio of cumulative costs incurred to date to estimated total contract costs at completion, multiplied by the total estimated contract revenue, less cumulative revenue recognized in prior periods. Changes in estimates affecting sales, costs and profits are recognized in the period in which the change becomes known using the cumulative catch-up method of accounting, resulting in the cumulative effect of changes reflected in the period. Estimates are reviewed and updated quarterly for substantially all contracts. A significant change in an estimate on one or more contracts could have a material effect on our results of operations.

Occasionally, it is appropriate to combine or segment contracts. Contracts are combined in those limited circumstances when they are negotiated as a package in the same economic environment with an overall profit margin objective and constitute, in essence, an agreement to do a single project. In such cases, we recognize revenue and costs over the performance period of the combined contracts as if they were one. Contracts are segmented in limited circumstances if the customer had the right to accept separate elements of the contract and the total amount of the proposals on the separate components approximated the amount of the proposal on the entire project. For segmented contracts, we recognize revenue and costs as if they were separate contracts over the performance periods of the individual elements or phases.

Contract costs include only allocable, allowable and reasonable costs which are included in cost of sales when incurred. For applicable U.S. Government contracts, contract costs are determined in accordance with the Federal Acquisition Regulations and the related Cost Accounting Standards. The nature of these costs includes development engineering costs and product manufacturing costs such as direct material, direct labor, other direct costs and indirect overhead costs. Contract profit is recorded as a result of the revenue recognized less costs incurred in any reporting period. Amounts representing performance incentives, penalties, contract claims or change orders are considered in estimating revenues, costs and profits when they can be reliably estimated and realization is considered probable. Revenue recognized on contracts for unresolved claims or unapproved contract change orders was not material in 2014, 2013 or 2012.

Contract Loss Reserves

At September 27, 2014, we had contract loss reserves of $36 million. For contracts with anticipated losses at completion, a provision for the entire amount of the estimated remaining loss is charged against income in the period in which the loss becomes known. Contract losses are determined considering all direct and indirect contract costs, exclusive of any selling, general or administrative cost allocations that are treated as period expenses. Loss reserves

are more common on firm fixed-price contracts that involve, to varying degrees, the design and development of new and unique controls or control systems to meet the customers' specifications.

Reserves for Inventory Valuation
At September 27, 2014, we had net inventories of $517 million, or 31% of current assets. Reserves for inventory were $99 million, or 16% of gross inventories. Inventories are stated at the lower-of-cost-or-market with cost determined primarily on the first-in, first-out method of valuation.

We record valuation reserves to provide for slow-moving or obsolete inventory by using both a formula-based method that increases the valuation reserve as the inventory ages and, additionally, a specific identification method. We consider overall inventory levels in relation to firm customer backlog in addition to forecasted demand including aftermarket sales. Changes in these and other factors such as low demand and technological obsolescence could cause us to increase our reserves for inventory valuation, which would negatively impact our gross margin. As we record provisions within cost of sales to increase inventory valuation reserves, we establish a new, lower cost basis for the inventory.
Reviews for Impairment of Goodwill
At September 27, 2014, we had $758 million of goodwill, or 24% of total assets. We test goodwill for impairment for each of our reporting units at least annually, during our fourth quarter, and whenever events occur or circumstances change, such as changes in the business climate, poor indicators of operating performance or the sale or disposition of a significant portion of a reporting unit.
We identify our reporting units by assessing whether the components of our operating segments constitute businesses for which discrete financial information is available and segment management regularly reviews the operating results of those components. Certain of our reporting units are our operating segments while others are one level below our operating segments.

Companies may perform a qualitative assessment as the initial step in the annual goodwill impairment testing process for all or selected reporting units. Companies are also allowed to bypass the qualitative analysis and perform a quantitative analysis if desired. Economic uncertainties and the length of time from the calculation of a baseline fair value are factors that we consider in determining whether to perform a quantitative test.

When we evaluate the potential for goodwill impairment using a qualitative assessment, we consider factors including, but not limited to, macroeconomic conditions, industry conditions, the competitive environment, changes in the market for our products and services, regulatory and political developments, entity specific factors such as strategy and changes in key personnel and overall financial performance. If, after completing this assessment, it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying value, we proceed to a quantitative two-step impairment test.

Quantitative testing first requires a comparison of the fair value of each reporting unit to its carrying value. We use the discounted cash flow method to estimate the fair value of our reporting units. The discounted cash flow method incorporates various assumptions, the most significant being projected revenue growth rates, operating margins and cash flows, the terminal growth rate and the discount rate. Management projects revenue growth rates, operating margins and cash flows based on each reporting unit's current business, expected developments and operational strategies over a five-year period. If the carrying value of the reporting unit exceeds its fair value, goodwill is considered impaired and any loss must be measured.

In measuring the impairment loss, the implied fair value of goodwill is determined by assigning a fair value to all of the reporting unit's assets and liabilities, including any unrecognized intangible assets, as if the reporting unit had been acquired in a business combination at fair value. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss would be recognized in an amount equal to that excess.

Interim Test
We performed an interim test on goodwill for impairment for our Medical Devices reporting unit in the first quarter of 2014. We performed a quantitative assessment for this reporting unit, which had $85 million of goodwill as of the date

of our test. Based on this test, the fair value of our Medical Devices reporting unit exceeded its carrying value by 1%. Therefore, goodwill was not impaired. The determination of each of our assumptions is subjective and requires significant estimates. Changes in these estimates and assumptions could materially affect the results of our impairment review.

Annual test - Qualitative Assessments
For our annual test of goodwill for impairment in 2014, we performed qualitative assessments for each of our three regional reporting units within Industrial Systems. We considered our most recent quantitative tests performed last year, and concluded that it is more likely than not that the fair values exceeded their carrying values.

Annual test - Quantitative Assessments
For our annual test of goodwill for impairment in 2014, we performed quantitative assessments for the other five of our reporting units. In performing these assessments, we used a 3% terminal growth rate, which is supported by our historical growth rate, near-term projections and long-term expected market growth. We then discounted our projected cash flows using weighted-average costs of capital that ranged from 10.5% to 11.0% for our various reporting units. These discount rates reflect management’s assumptions of marketplace participants’ cost of capital. Based on our tests, the fair value of each reporting unit exceeded its carrying amount. Therefore, we concluded that goodwill was not impaired.

The fair value of each reporting unit exceeded its carrying amount by at least 10%. While any individual assumption could differ from those that we used, we believe the overall fair values of our reporting units are reasonable as the values are derived from a mix of reasonable assumptions. Had we used discount rates that were 100 basis points higher than those we assumed, the fair values of the smaller of our Aircraft Controls reporting units and our Medical Devices reporting unit would not have exceeded their carrying amounts and we would have measured impairment of goodwill. However, each of our other reporting units would have still had fair values in excess of their carrying amounts by a substantial amount. If we had used a discount rate that was 50 basis points higher or a terminal growth rate that was 100 basis points lower than those we assumed, the fair values of each of our reporting units would have continued to exceed their carrying amounts.

We evaluate the reasonableness of the resulting fair values of our reporting units by comparing the aggregate fair value to our market capitalization and assessing the reasonableness of any resulting premium.

The determination of our assumptions is subjective and requires significant estimates. Changes in these estimates and assumptions could materially affect the results of our reviews for impairment of goodwill.
Pension Assumptions
We maintain various defined benefit pension plans covering employees at certain locations. Pension expense for all defined benefit plans for 2014 was $36 million. Pension obligations and the related costs are determined using actuarial valuations that involve several assumptions. The most critical assumptions are the discount rate, the long-term expected return on assets and mortality rates. Other assumptions include salary increases and retirement age.

The discount rate is used to state expected future cash flows at present value. Using a higher discount rate decreases the present value of pension obligations and decreases pension expense. We began using the Mercer Pension Above Mean Discount Yield Curve to determine the discount rate for our U.S. defined benefit plans (each a "U.S. plan") as of September 28, 2013. The discount rate is constructed from bonds included in the Mercer Yield Curve that have a yield higher than the mean yield curve. We believe that the Mercer Pension Above Mean Discount Yield Curve best mirrors the yields of bonds that would be selected by management if actions were taken to settle our obligation. The yield curve calculation matches the notional cash inflows of the hypothetical bond portfolio with the expected benefit payments to arrive at the discount rate. In determining expense for 2014 for our largest U.S. plan, we used a 5.00% discount rate, compared to 3.75% for 2013. We will use a 4.40% discount rate to determine our expense in 2015 for this plan. This 60 basis point decrease in the discount rate will increase our pension expense by $4 million in 2015.

The long-term expected return on assets assumption reflects the average rate of return expected on funds invested or to be invested to provide for the benefits included in the projected benefit obligation. In determining the long-term expected return on assets assumption, we consider our current and target asset allocations. We consider the relative

weighting of plan assets, the historical performance of total plan assets and individual asset classes and economic and other indicators of future performance. Asset management objectives include maintaining an adequate level of diversification to reduce interest rate and market risk and to provide adequate liquidity to meet immediate and future benefit payment requirements. In determining the 2014 expense for our largest plan, we used an 8.4% return on assets assumption, compared to 8.6% for 2013. A 50 basis point decrease in the long-term expected return on assets assumption would increase our annual pension expense by $2 million.

Mortality assumptions are used to estimate the life expectancy of plan participants during which they are expected to receive benefit payments. We use the most recent mortality table (RP-2000) and projection scale for future improvements in mortality, as published by the Society of Actuaries (SOA), as a basis for our mortality assumptions for our U.S. plans. The SOA recently published a new mortality table (RP-2014) and a new projection scale for future improvements in mortality. This new mortality table and projection scale reflect longer life expectancies. The use of this new table and projection scale would result in an increase to our pension obligation, an increase to our future pension expense and a decrease to our funded status. In 2015, we will analyze whether the new mortality table and projection scale as issued or an alternative table and projection method best reflects our demographics and anticipated plan outcomes.

Deferred Tax Asset Valuation Allowances

At September 27, 2014, we had gross deferred tax assets of $263 million and a deferred tax asset valuation allowance of $5 million. The deferred tax assets principally relate to benefit accruals, inventory obsolescence, tax benefit carryforwards and contract loss reserves. The deferred tax assets include $10 million related to tax benefit carryforwards for which $5 million of deferred tax asset valuation allowances are recorded.

We record a valuation allowance to reduce deferred tax assets to the amount of future tax benefit that we believe is more likely than not to be realized. We consider recent earnings projections, allowable tax carryforward periods, tax planning strategies and historical earnings performance to determine the amount of the valuation allowance. Changes in these factors could cause us to adjust our valuation allowance, which would impact our income tax expense when we determine that these factors have changed.

CONSOLIDATED RESULTS OF OPERATIONS AND OUTLOOK

				2014 vs. 2013		2013 vs. 2012	
(dollars in millions except per share data)	2014	2013	2012	$ Variance	% Variance	$ Variance	% Variance
Net sales	$2,648	$2,610	$2,470	$38	1 %	$141	6 %
Gross margin	30.1 %	30.0 %	30.2 %				
Research and development expenses	$139	$135	$116	$5	4 %	$18	16 %
Selling, general and administrative expenses as a percentage of sales	15.2 %	15.2 %	15.6 %				
Interest expense	$13	$27	$34	$(14)	(54 %)	$(7)	(21 %)
Restructuring expense	$13	$14	$—	$(1)	(8 %)	$14	n/a
Goodwill Impairment	$—	$38	$—	$(38)	n/a	$38	n/a
Other	$10	$8	$1	$2	25 %	$8	n/a
Effective tax rate	27.7 %	27.0 %	27.0 %				
Net earnings	$158	$120	$152	$38	31 %	$(32)	(21 %)
Diluted earnings per share	$3.52	$2.63	$3.33	$0.89	34 %	$(0.70)	(21 %)

Net sales increased in 2014 compared to 2013 due to growth in Aircraft Controls and Components. Sales declined in Medical Devices, Space and Defense Controls and Industrial Systems. Acquisitions in Components and Space and Defense Controls contributed 56% of the sales growth, while changes in foreign currency exchange rates contributed 44% of the sales growth.

Net sales increased in 2013 compared to 2012 due to growth in Aircraft Controls, Components, Space and Defense Controls and Medical Devices, while sales in Industrial Systems declined. Acquisitions in Space and Defense Controls and in Components combined contributed 70% of the sales growth in 2013.

Gross margin was flat in 2014 compared to 2013. Unfavorable sales mix, primarily in Aircraft Controls, was offset by lower pension expense as well as benefits realized from the 2013 restructuring activities. Our pension expense in 2014 decreased $12 million, driven by the increase in the discount rate for our U.S. plan, rising to 5.00% from 3.75%.

Research and development expenses increased in 2014 compared to 2013. Within Aircraft Controls, research and development expenses increased $11 million as the ramp up of activities on the Embraer E-Jets program was partially offset by decreasing development activity on the Boeing 787 and Airbus A350 programs. Within Industrial Systems, research and development expenses decreased $6 million. Research and development expenses increased in 2013 compared to 2012 due to lower reimbursements negotiated on commercial transport programs and increased activity on the Boeing 787 program.

Selling, general and administrative expenses as a percentage of sales for 2014 were comparable to 2013's percentage of sales as benefits from earlier restructuring activities were offset by start up activities on a new ERP system. Selling, general and administrative expenses as a percentage of sales for 2013 decreased compared to 2012 due to cost containment activities.

Interest expense decreased in 2014 compared to 2013, with $11 million of the decrease due to the redemption of our senior subordinated notes. On December 19, 2013, we repurchased our 7¼% senior subordinated notes due on January 15, 2018. In doing so, we incurred a 3.625% call premium in the first quarter of 2014. On January 15, 2013, we repurchased our 6¼% senior subordinated notes at par. Interest expense decreased in 2013 compared to 2012 due to

the January 15, 2013 redemption of 6¼% senior subordinated notes.

In the fourth quarter of 2013, we took a $38 million goodwill impairment charge in our Medical Devices segment. The impairment charge net of tax was $24 million, or $0.52 per share.

In the fourth quarter of 2014, we incurred restructuring expenses, primarily in our Aircraft Controls and Space and Defense Controls segments. The restructuring actions were in response to the business outlooks for each segment, including a change in the mix of sales and delays and cancellations of orders for certain product lines. Each segment's restructuring expense totaled $5 million. We expect these activities to result in $16 million of cost savings during 2015. Our fourth quarter of 2014 restructuring expense included $1 million for the impairment of long-lived assets in our Medical Devices segment and $1 million for the impairment of intangibles assets in our Industrial Systems segment. In 2013, we initiated workforce reduction activities in our Industrial Systems, Space and Defense Controls and Aircraft Controls segments. Through 2014, the total savings were $23 million, or 98% of our projected annual benefits.

Other expense in 2014 includes payment of a $7 million call premium on the early redemption of our 7¼% senior subordinated notes and a $5 million write-down of a technology investment in Industrial Systems.

Other expense in 2013 is primarily related to a $7 million loss in our Medical Devices segment on the sale of the Buffalo, New York Ethox Medical operations. Additionally, we had a $2 million write-down of an investment in Industrial Systems. These charges were partially offset by recording income in our Components and Aircraft Controls segments related to acquisitions with unachieved earn out provisions. Other expense in 2012 is mainly driven by foreign currency exchange losses.

The effective tax rate in 2014 was higher than in 2013 due primarily to the absence of benefits from the prior year. Last year, we benefited from a catchup adjustment for research and development tax credits mostly associated with 2012 following the enactment of legislation in 2013. Due to the goodwill impairment charge in 2013, we also had a lower effective tax rate. The effective tax rate remained unchanged in 2013 as compared to 2012 due to similar levels of benefits in each year. In 2012, we benefited from a reduction in the deferred tax asset valuation allowance associated with net operating loss carryforwards from a foreign operation.

Other comprehensive income decreased in 2014. The retirement liability adjustment decreased other comprehensive income by $148 million due primarily to a 60 basis point decrease on the discount rates applicable to our U.S. plan. Also, foreign currency translation adjustments, driven by the Euro relative to the U.S. dollar, decreased other comprehensive income $38 million compared to 2013. Other comprehensive income increased in 2013 compared to 2012. The retirement liability adjustment increased other comprehensive income by $153 million due primarily to a 125 basis point increase on the discount rates applicable to our U.S. plan.

2015 Outlook – We expect sales in 2015 to increase 1% to $2.66 billion, with modest growth in our Components, Industrial Systems and Space and Defense Controls segments. We expect flat sales in Medical Devices. We expect sales in Aircraft Controls to decline slightly as the growth in Commercial OEM is offset by declines in our military business and in commercial aftermarket programs. We expect an increase in our profitability as our operating margin increases to 11.5%. We expect operating margin increases in Space and Defense Controls due to the benefits of our restructuring actions and in Industrial Systems due to the absence of various charges. We expect relatively flat margins in Aircraft Controls and Medical Devices and slightly lower margins in Components. We expect net earnings to increase 14% to $180 million, and diluted earnings per share to increase 21% to $4.25. The difference between projected diluted earnings per share growth and projected net earnings growth is anticipated to come from shares repurchased through the end 2014.

SEGMENT RESULTS OF OPERATIONS AND OUTLOOK

Operating profit, as presented below, is net sales less cost of sales and other operating expenses, excluding interest expense, equity-based compensation expense and other corporate expenses. Cost of sales and other operating expenses are directly identifiable to the respective segment or allocated on the basis of sales, manpower or profit. Operating profit is reconciled to earnings before income taxes in Note 17 of Item 8, Financial Statements and Supplementary Data of this report.

Aircraft Controls

(dollars in millions)	2014	2013	2012	2014 vs. 2013 $ Variance	2014 vs. 2013 % Variance	2013 vs. 2012 $ Variance	2013 vs. 2012 % Variance
Net sales - military aircraft	$572	$596	$576	$(24)	(4%)	$20	4%
Net sales - commercial aircraft	546	463	388	83	18%	76	20%
	$1,118	$1,060	$963	$58	5%	$96	10%
Operating profit	$116	$127	$105	$(11)	(9%)	$22	21%
Operating margin	10.4%	12.0%	10.9%				
Backlog	$715	$671	$658	$43	6%	$13	2%

Aircraft Controls' net sales increased in our commercial market but decreased in our military market in 2014 compared to 2013. However, sales in our commercial and our military markets both increased in 2013 compared to 2012.

Commercial OEM sales in 2014 increased compared to 2013 due to Boeing and Airbus program ramp ups and volume increases. Sales to Boeing increased $48 million as production continued to ramp up on the Boeing 787 and volume increased on legacy Boeing production programs. Also, sales to Airbus increased $14 million due to the production growth on the A350 program. In addition, commercial aftermarket increased $18 million due to higher initial provisioning sales for the Boeing 787. Partially offsetting the commercial growth was a decline in military sales. Helicopters declined $16 million due mostly to lower deliveries on the V-22. Also, military aftermarket sales declined $8 million due in part to the absence of foreign military F-15 sales.

During 2013, nearly 80% of the sales growth compared to 2012 was from the commercial market with OEM sales to Boeing driving most of the growth. Boeing OEM sales increased $64 million as production ramped up on the Boeing 787 and volume increased on the legacy Boeing production programs. OEM sales to Airbus increased $8 million, partly due to the A350 heading into production. Slightly offsetting the growth was a $4 million decline in commercial aftermarket sales, in part due to lower Boeing 787 initial provisioning sales. Additionally, most of the sales growth in the military market was from aftermarket platforms, especially in foreign military F-15 sales. Military OEM sales increased slightly as increases on the KC-46 Tanker program and on fighter programs were partially offset by lower sales in navigation aids.

Operating margin for 2014 declined as compared to 2013. Research and development costs increased $11 million. We had development costs associated with the ramp up of the Embraer E-Jets program, but those costs were partially offset by decreasing development activity on the Boeing 787 and Airbus A350 programs. Additionally, we incurred $5 million in costs associated with start up activities on a new ERP system as well as $4 million in higher restructuring expenses than in 2013. We incurred a $5 million restructuring expense in the fourth quarter of 2014 that we expect will provide $9 million of annual benefits, approximately three quarters of which we will achieve in 2015. Partly offsetting the operating margin declines was $7 million of lower pension expense, driven by the increase in the discount rate.

Operating margin for 2013 improved as compared to 2012. Higher volume and more favorable product mix offset a $13 million increase in research and development expenses. Specifically, research and development expense activity increased on the Boeing 787-9 platform in 2013. Also in 2012, research and development expenses included negotiated reimbursements on a commercial transport program.

The increase of twelve-month backlog for Aircraft Controls at September 27, 2014 compared to September 28, 2013 is largely related to increases in commercial orders. The higher level of twelve-month backlog for Aircraft Controls at September 28, 2013 compared to September 29, 2012 is also largely related to increases in commercial orders and is partially offset by fulfilling past orders on various military programs.

2015 Outlook for Aircraft Controls – We expect sales in Aircraft Controls to decline slightly to $1.1 billion in 2015. Commercial aircraft sales are expected to increase 3% to $563 million due to strong sales in our OEM programs, with sales on the Airbus A350 program driving the increase. Partially offsetting the OEM growth is an expected decrease in commercial aftermarket sales as the higher initial provisioning sales in 2014 for the Boeing 787 do not repeat. We also expect a 6% decline in military sales. Activity on our major military OEM programs will continue to decline, while we expect sales across most of our military aftermarket programs to decrease as well. We expect our operating margin will be 10.5% in 2015, about the same level as 2014. Margin headwinds include an increase in less favorable sales on early commercial production programs and lower domestic and foreign military sales. However, we expect these declines to be offset by lower research and development costs and by the benefit of our 2014 restructuring activities.

Space and Defense Controls

(dollars in millions)	2014	2013	2012	2014 vs. 2013 $ Variance	2014 vs. 2013 % Variance	2013 vs. 2012 $ Variance	2013 vs. 2012 % Variance
Net sales	$395	$396	$359	$(1)	— %	$37	10 %
Operating profit	$26	$25	$43	$1	3 %	$(18)	(41 %)
Operating margin	6.6 %	6.4 %	11.9 %				
Backlog	$254	$254	$204	$—	— %	$50	25 %

Space and Defense Controls' net sales in 2014 are comparable to sales in 2013. Sales increased in 2013 compared to 2012 due to acquisitions in the space market more than offsetting declines in our defense market.

Sales within the defense market in 2014 were flat compared to 2013. Sales for a missile defense system increased $9 million due to higher production rates and security sales increased $5 million due to higher product demand. Offsetting these increases was a $13 million decline in our defense controls business. The decline is mostly due to a program's prior year sales not repeating because of its cyclical nature. Sales in our space market in 2014 declined $2 million. Within our space market, sales of satellite components and engines programs declined $3 million due mostly to activity slowdowns and program delays. Sales in our launch vehicle programs were flat. Activity on NASA's Soft Capture System increased sales in our space market by $12 million, but was offset mostly by other program completions.

Sales within the space market in 2013 increased $48 million, with acquisitions accounting for $58 million of incremental sales. The In-Space Propulsion acquisition contributed an incremental $32 million of sales and the Broad Reach Engineering acquisition contributed $26 million of sales. In addition, increased efforts on NASA's Soft Capture System and the core stage common thrust vector control programs were more than offset by space market declines due to multiple program completions and an overall weak satellite market. Sales within our defense market in 2013 declined $11 million. A decline in missile systems production rates contributed to a $6 million defense sales decline, while the absence of Driver Vision Enhancement sales in 2013 contributed to a $5 million sales decline.

Operating margin in 2014 and 2013 were both affected by restructuring activities. In 2013, we incurred $5 million of restructuring expenses. We expected to receive $9 million in future cost savings in 2014, of which we realized 99%. In 2014, we also incurred $5 million of restructuring expenses. We expect these expenses will provide $9 million of future cost savings in 2015.

Operating margin in 2014 was comparable to operating margin in 2013. The 2014 operating profit benefited from $9 million realized from the 2013 restructuring activities. Additionally, we benefited from a $2 million settlement related to a recent acquisition. These improvements were mostly offset by a lower level of profitable spares sales for defense controls.

Operating margin declined in 2013 as compared to 2012. This is due in part to $5 million of restructuring expenses incurred in 2013. Excluding this expense, operating profit would have been $30 million, or 7.7% of sales. The remaining decline is largely due to charges associated with technical challenges in one of our earlier space market acquisitions. Additionally, lower bookings in the satellite market and anticipated order delays in our defense market have negatively impacted our operating margin for the year.

The level of twelve-month backlog at September 27, 2014 is comparable to the level at September 28, 2013, as increases in our defense market were offset by declines in our space market. The increased level in twelve-month backlog at September 28, 2013 compared to September 29, 2012 is mainly due to companies acquired in the year.

2015 Outlook for Space and Defense Controls – We expect sales in Space and Defense Controls to increase 2% to $403 million in 2015. We expect sales in our defense market to increase due to stronger domestic and foreign sales on military vehicles as well as higher security sales. Offsetting this growth is an expected lower level of satellite component sales. We expect our operating margin to increase to 10.7% in 2015 from 6.6% in 2014 as we benefit from our 2014 restructuring actions and a more favorable sales mix associated with higher defense controls sales.

Industrial Systems

(dollars in millions)	2014	2013	2012	2014 vs. 2013 $ Variance	2014 vs. 2013 % Variance	2013 vs. 2012 $ Variance	2013 vs. 2012 % Variance
Net sales	$591	$592	$634	$(1)	— %	$(42)	(7%)
Operating profit	$58	$42	$63	$16	38 %	$(21)	(33%)
Operating margin	9.8 %	7.1 %	10.0 %				
Backlog	$182	$187	$234	$(5)	(2%)	$(46)	(20%)

Industrial Systems' net sales were flat in 2014 compared to 2013. Sales in our industrial automation and energy markets improved but were offset by declines in our simulation and test market. Industrial Systems' sales decreased in 2013 compared to 2012 due to lower wind energy sales.

Within our industrial automation market, sales increased $14 million in 2014 compared to 2013 due to improvements from our European businesses in metal forming and presses, distribution and aftermarket. Additionally, sales in our energy market increased $4 million due to a new wind application in Brazil. Offsetting the growth was a $19 million decline in our simulation and test market, resulting from lower orders from our larger flight training simulation customers.

In 2013, wind energy sales declined $43 million, primarily due to sales declines in the Chinese and European markets. Sales declined $10 million in our industrial automation market, reflecting general economic conditions, with sales decreases in metal forming and presses, heavy industry and plastics and die castings. Sales in our test markets declined $9 million, primarily in our auto test programs. This decline was more than offset by our motion simulation programs increasing $17 million on strength in flight training systems.

Operating margin increased in 2014 compared to 2013. Operating profit improved as we realized the $14 million of expected benefits associated with the 2013 restructuring activities. Additionally in 2014, we benefited from $7 million less in restructuring expenses, additional cost containment activities, lower material costs and lower levels of research and development expenses. However, the operating margin in 2014 was negatively impacted by an incremental $3 million of technology investment write-downs and by a $3 million charge related to a quality issue on a customer application.

Operating margin declined in 2013 compared to 2012 due in part to $7 million of restructuring expenses as well as a $2 million investment write-down. Excluding these expenses, operating profit would have been $52 million, or 8.7% of sales. The remaining decline was largely due to the lower sales volume, slightly offset by an improved last quarter of 2013 as we began to benefit from restructuring activities.

The lower level of twelve-month backlog in Industrial Systems at September 27, 2014 compared to September 28, 2013 is primarily due to timing of orders in our energy market. The lower level of twelve-month backlog in Industrial Systems at September 28, 2013 compared to September 29, 2012 is primarily due to lower levels of simulation, auto test and wind energy orders.

2015 Outlook for Industrial Systems – We expect sales in Industrial Systems to increase 2% to $600 million in 2015. We expect sales in our simulation and test market to increase as we recover from the low level of flight simulation sales in 2014. We expect that our operating margin will increase to 12.1% in 2015 from 9.8% in 2014 as we benefit from a more favorable mix as well as the absence of investment write-downs.

Components

(dollars in millions)	2014	2013	2012	2014 vs. 2013 $ Variance	2014 vs. 2013 % Variance	2013 vs. 2012 $ Variance	2013 vs. 2012 % Variance
Net sales	$425	$415	$374	$10	2 %	$41	11 %
Operating profit	$65	$69	$57	$(4)	(5 %)	$11	20 %
Operating margin	15.3 %	16.5 %	15.3 %				
Backlog	$176	$176	$167	$(1)	— %	$10	6 %

Components' net sales increased in 2014 compared to 2013. Sales increased in our non-aerospace and defense market due largely to a recent acquisition, while sales decreased in our aerospace and defense market. Components' sales increased in 2013 compared to 2012, primarily as a result of incremental sales from acquisitions.

Sales in our non-aerospace and defense market increased $18 million in 2014 compared to 2013. Incremental sales from the Aspen Motion Technologies acquisition provided $17 million of this sales growth. Energy sales increased $3 million in our marine market due to a large offshore exploration application sale. Sales in our aerospace and defense market decreased $8 million. The decline in sales was largely driven by lower defense spending across various aircraft and space and defense programs.

Sales increased in our non-aerospace and defense markets in 2013 compared to 2012 due to $39 million of incremental sales from the Aspen and Tritech acquisitions. Additionally, sales increased in our energy market due to higher demand for offshore oil exploration products. Sales into our medical market also increased. Excluding acquisitions, sales in our industrial market declined in 2013, in part due to lower demand for slip rings used in CCTV products. Also in 2013, sales increased $1 million in our aerospace and defense markets largely due to commercial aircraft growth, which was mostly offset by the wind down of various defense platform upgrades.

Operating margin declined in 2014 compared to 2013. Our operating margin in 2013 included a $2 million benefit associated with an unachieved earn out provision related to an acquisition. Also in 2014, start up activities on a new ERP system reduced operating profit by $2 million.

Operating margin increased in 2013 compared to 2012 as a result of a favorable sales mix and cost containment efforts. In addition in 2013, we benefited from a $2 million reversal of an earn out accrual related to an acquisition.

The twelve-month backlog at September 27, 2014 is comparable to the level at September 28, 2013. The higher level of twelve-month backlog at September 28, 2013 compared to September 29, 2012 is attributable to increased orders for oil and gas exploration products and to our recent acquisitions.

2015 Outlook for Components – We expect sales to increase 3% to $440 million in 2015 with growth from both our aerospace and defense and our non-aerospace and defense markets. We expect most of the growth in our aerospace and defense market to come from higher sales in the space market and higher foreign military vehicle sales. We expect most of the growth in our non-aerospace and defense market to come from our industrial market, reflecting the general improvement in domestic economic conditions. We expect our operating margin to decrease slightly to 14.8% in 2015.

Medical Devices

(dollars in millions)	2014	2013	2012	2014 vs. 2013 $ Variance	2014 vs. 2013 % Variance	2013 vs. 2012 $ Variance	2013 vs. 2012 % Variance
Net sales	$120	$147	$140	$(27)	(18%)	$8	5%
Operating profit (loss)	$11	$(36)	$5	$46	(130%)	$(41)	n/a
Operating margin	8.8%	(24.1%)	3.9%				
Backlog	$13	$7	$17	$5	71%	$(9)	(56%)

Medical Devices' net sales decreased in 2014 when compared to 2013 with declines in all of our major product categories. Sales increased in 2013 when compared to 2012.

In 2014 as compared to 2013, pump and set sales declined $19 million due to lower sales to a distribution partner. Additionally, in June 2013, we divested our Buffalo, New York Ethox Medical operations, which contributed $9 million of lost sales in 2014.

In 2013 as compared to 2012, sales increased $4 million due to increased volumes of enteral sets and $1 million due to increased volume on IV pumps. Also, our sales increased $3 million in other medical products as increased pump assembly demand was partly offset by a decline in sensor and handpieces.

Operating margin in 2014 increased when compared to 2013 due to the absence of two charges. Operating margin in 2013 included a $38 million non-cash goodwill impairment charge in the fourth quarter of 2013. In the third quarter of 2013, we incurred a $7 million loss on the sale of the Buffalo, New York Ethox Medical operations. Excluding these charges, operating margin was 6.4% in 2013. The higher operating margin in 2014 compared to 2013 is in part due to cost containment activities and reductions in freight expense. The improved operating margin in 2013 compared to 2012 is due in part to increased enteral product volumes.

Twelve-month backlog for Medical Devices is not as substantial relative to sales as compared to our other segments, reflecting the shorter order-to-shipment cycle for this line of business.

2015 Outlook for Medical Devices – We expect flat sales in 2015 compared to 2014. We expect sales increases in our pumps and sets products as we benefit from higher sales volumes. However, we expect the increase to be offset by a decrease in our other medical products. We expect our operating margin to remain flat with 2014, at 8.8%.

FINANCIAL CONDITION AND LIQUIDITY

(dollars in millions)	2014	2013	2012	2014 vs. 2013 $ Variance	2014 vs. 2013 % Variance	2013 vs. 2012 $ Variance	2013 vs. 2012 % Variance
Net cash provided (used) by:							
Operating activities	$287	$251	$214	$36	14 %	$37	17 %
Investing activities	(87)	(173)	(216)	87	(50 %)	42	(20 %)
Financing activities	(118)	(72)	37	(46)	64 %	(110)	(293 %)

Our available borrowing capacity and our cash flow from operations provide us with the financial resources needed to run our operations, reinvest in our business and make strategic acquisitions.

At September 27, 2014, our cash balance was $231 million, which is primarily held outside of the U.S. Cash flow from our U.S. operations, together with borrowings on our credit facility, fund on-going activities, debt service requirements and future growth investments. We reinvest the cash generated from foreign operations locally and such international balances are not available to pay down debt in the U.S. unless we decide to repatriate such amounts. If we determined repatriation of foreign funds was necessary, we would then be required to pay U.S. income taxes on those funds.

Operating activities

Net cash provided by operating activities increased in 2014 compared to 2013. We benefited by $82 million due to favorable timing on collections of receivables, primarily in our Aircraft Controls, Medical Devices and Space and Defense Controls segments. We also benefited $31 million due to lower levels of inventory, primarily in our Aircraft Controls segment. The change in the cash provided by operating activities was negatively impacted by higher levels of pension contributions, and by $28 million due to the unfavorable timing of payments in our Aircraft Controls and Space and Defense Controls segments.

Net cash provided by operating activities increased in 2013 compared to 2012. Half of the increase in cash provided by operating activities was driven by higher customer advances, primarily from our Aircraft Controls and, to a lesser degree, our Space and Defense Controls segments. Also in 2013, net cash from operating activities increased from higher accounts payable and slower growth in inventory. These benefits were partially offset by higher pension plan contributions in 2013 as compared to 2012.

Investing activities

Net cash used by investing activities in 2014 includes $79 million for capital expenditures and $9 million used to redeem our 7¼% senior subordinated notes that were invested in our supplemental retirement plan.

Net cash used by investing activities for 2013 includes $93 million for capital expenditures, $69 million for two acquisitions, one in Space and Defense Controls and one in Components, $13 million used to redeem our 6¼% senior subordinated notes that were invested in our supplemental retirement plan and a $6 million loan to another company for strategic technology development. Additionally, cash provided by investing activities includes $5 million for the sale of the Buffalo, New York Ethox Medical operations and $3 million from proceeds of a liquidation of a technology investment.

Net cash used by investing activities in 2012 includes $107 million for capital expenditures, $105 million for four acquisitions, two each in Space and Defense Controls and Components, and $5 million related to another company for strategic technology development.

The higher level of capital expenditures in 2012 compared to both 2013 and 2014 was partly attributable to the construction of new facilities. We expect our 2015 capital expenditures to be approximately $100 million, as we support the increased production of commercial aircraft.

Financing activities

The cash used by financing activities for 2014 includes $266 million to fund our stock repurchase program and $7 million for the call premium on our 7¼% senior subordinated notes. We also used credit facility borrowings to fund the redemption of our 7¼% senior subordinated notes.

Net cash used by financing activities in 2013 primarily reflects pay downs on our U.S. revolving credit facility due to our strong cash flow.

CAPITAL STRUCTURE AND RESOURCES
We maintain bank credit facilities to fund our short and long-term capital requirements, including for acquisitions. From time to time, we also sell equity and debt securities to fund acquisitions or take advantage of favorable market conditions.

On May 22, 2014, we amended our U.S. revolving credit facility. The amendment increased the capacity on our revolving credit facility from $900 million to $1,100 million and extended the maturity of the credit facility to May 22, 2019. The amendment also provides an expansion option, which permits us to request an increase of up to $200 million to the credit facility upon satisfaction of certain conditions. The U.S. revolving credit facility had an outstanding balance of $765 million at September 27, 2014. Interest on the outstanding credit facility borrowings is based on LIBOR plus the applicable margin, which was 138 basis points at September 27, 2014. The credit facility is secured by substantially all of our U.S. assets.

The U.S. revolving credit facility contains various covenants. The covenant for minimum interest coverage ratio, defined as the ratio of EBITDA to interest expense for the most recent four quarters, is 3.0. The covenant for the maximum leverage ratio, defined as the ratio of net debt, including letters of credit, to EBITDA for the most recent four quarters, is 3.5. The covenant for maximum capital expenditures is $165 million for 2014 and increases by $10 million each year thereafter. We are in compliance with all covenants. EBITDA is defined in the loan agreement as (i) the sum of net income, interest expense, income taxes, depreciation expense, amortization expense, other non-cash items reducing consolidated net income and non-cash equity-based compensation expenses minus (ii) other non-cash items increasing consolidated net income.

We are generally not required to obtain the consent of lenders of the U.S. revolving credit facility before raising significant additional debt financing; however, certain limitations and conditions may apply that would require consent to be obtained. In recent years, we have demonstrated our ability to secure consents to access debt markets. We have also been successful in accessing equity markets from time to time. We believe that we will be able to obtain additional debt or equity financing as needed.

At September 27, 2014, we had $334 million of unused borrowing capacity, including $321 million from the U.S. revolving credit facility after considering standby letters of credit. The entire unused borrowing capacity as of September 27, 2014 was available to us without violating any of our U.S. revolving credit facility covenants.

We have a trade receivables securitization facility (the "Securitization Program"), which terminates on February 13, 2015. Under the Securitization Program, we sell certain trade receivables and related rights to an affiliate, which in turn sells an undivided variable percentage ownership interest in the trade receivables to a financial institution, while maintaining a subordinated interest in a portion of the pool of trade receivables. The Securitization Program can be extended by agreement of the parties thereto for successive 364-day terms. The Securitization Program effectively increases our borrowing capacity by up to $100 million and lowers our cost to borrow funds as compared to the U.S. revolving credit facility. We had an outstanding balance of $100 million at September 27, 2014. The Securitization Program reduced the amount outstanding under our U.S. revolving credit facility and increased the amount of short-term borrowings. The Securitization Program has a minimum borrowing requirement, which was $80 million at September 27, 2014. Interest on the secured borrowings under the Securitization Program was 80 basis points at September 27, 2014 and is based on prevailing market rates for short-term commercial paper plus an applicable margin.

On December 19, 2013, we repurchased our 7¼% senior subordinated notes due on January 15, 2018 at 103.625%, pursuant to an early redemption right. We redeemed the aggregate principal amount of $200 million using proceeds drawn from our U.S. revolving credit facility.

On January 15, 2013, we repurchased our 6¼% senior subordinated notes due on January 15, 2015 at par, pursuant to an early redemption right. We redeemed the aggregate principal amount of $200 million using proceeds drawn from our U.S. revolving credit facility.

Net debt to capitalization was 32% at September 27, 2014 and 26% at September 28, 2013. The increase in net debt to capitalization is due to our share repurchase program, partially offset by our net earnings and positive cash flow in 2014.

We believe that our cash on hand, cash flows from operations and available borrowings under short and long-term arrangements will continue to be sufficient to meet our operating needs.

On January 24, 2014 and August 12, 2014, the Board of Directors amended our share repurchase program. The program includes both Class A and Class B common shares, and allows us to buy up to an aggregate nine million common shares. Under this program, we have purchased approximately 4,002,000 shares for $273 million as of September 27, 2014.

Off Balance Sheet Arrangements

We do not have any material off balance sheet arrangements that have or are reasonably likely to have a material future effect on our results of operations or financial condition.

Contractual Obligations and Commercial Commitments

Our significant contractual obligations and commercial commitments at September 27, 2014 are as follows:

(dollars in millions)	Payments due by period				
Contractual Obligations	Total	2015	2016-2017	2018-2019	After 2019
Long-term debt	$770	$5	$—	$765	$—
Operating leases	121	22	34	22	43
Purchase obligations	518	464	41	1	12
Total contractual obligations	$1,409	$491	$75	$788	$55

In addition to the obligations in the table above, we have $3 million recorded for unrecognized tax benefits in current liabilities, which includes $2 million of related accrued interest. We are unable to determine if and when any of those amounts will be settled, nor can we estimate any potential changes to the unrecognized tax benefits.

The table above excludes interest on variable-rate debt, primarily our U.S. revolving credit facility, as we are unable to determine the rate and average balance outstanding for the periods presented in the above table. Interest on variable-rate long-term debt, assuming the rate and outstanding balances do not change from those at September 27, 2014, would be approximately $12 million annually.

Total contractual obligations exclude pension obligations. In 2015, we have no minimum funding requirements. However, we anticipate making contributions to defined benefit pension plans of $62 million, of which approximately $52 million is to the U.S. plan. We are unable to determine minimum funding requirements beyond 2015.

We have made discretionary incremental contributions to our defined benefit plans in excess of minimum funding requirements in 2014 and expect to continue to do the same in 2015. These additional contributions are being made in an effort to migrate toward fully funded status and reduce the volatility to our consolidated financial statements. The discretionary contributions made in 2014 were a result of strong cash flow, cash position and to utilize cash held outside the U.S. for foreign plans.

(dollars in millions)	Commitments expiring by period				
Other Commercial Commitments	Total	2015	2016-2017	2018-2019	After 2019
Standby letters of credit	$14	$9	$4	$1	$—

ECONOMIC CONDITIONS AND MARKET TRENDS

We operate within the aerospace and defense and industrial markets. Our aerospace and defense markets are affected by market conditions and program funding levels, while our industrial markets are influenced by general capital investment trends and economic conditions. A common factor throughout our markets is the continuing demand for technologically advanced products.

Aerospace and Defense

Approximately 62% of our 2014 sales were generated in aerospace and defense markets. Within aerospace and defense, we serve three end markets: defense, commercial aircraft and space.

The defense market is dependent on military spending for development and production programs. Aircraft production programs are typically long-term in nature, offering predictability as to capacity needs and future revenues. We maintain positions on numerous high priority programs, including the Lockheed Martin F-35 Joint Strike Fighter, FA-18E/F Super Hornet and V-22 Osprey. The large installed base of our products leads to attractive aftermarket sales and service opportunities. The tactical and strategic missile, missile defense and defense controls markets are dependent on many of the same market conditions as military aircraft, including overall military spending and program funding levels. Our security and surveillance product line is dependent on government funding at federal and local levels, as well as private sector demand.

Reductions in the U.S. Department of Defense's mandatory and discretionary budgeted spending, which became effective on March 1, 2013, resulting from the Budget Control Act of 2011, will have ongoing ramifications for the domestic aerospace and defense market for the near future. As originally passed, the Budget Control Act provided that, in addition to an initial significant reduction in future domestic defense spending, further automatic cuts to defense spending authorization (which is generally referred to as sequestration) of approximately $500 billion through the Federal Government's 2021 fiscal year would be triggered by the failure of Congress to produce a deficit reduction bill. The sequestration spending cuts were intended to be uniform by category for programs, projects and activities within accounts. The Bipartisan Budget Act of 2013, passed and signed into law in December 2013, provides some opportunities to lessen the effects of sequestration. This act kept the defense base spending budget flat at approximately $500 billion for Federal Government's 2014 and 2015 fiscal years. This provided over $30 billion in sequester relief over the two fiscal years in exchange for extending the imposition of sequestration to fiscal years 2022 and 2023. Although federal agencies have received guidance from the Office of Management and Budget on how to implement the new spending parameters of sequestration, at this time, we do not have material information from our defense customers that would allow us to reliably estimate the impact of sequestration or the Bipartisan Budget Act of 2013. We believe that our military sales remain likely to be most affected due to lower defense spending. Currently, we expect to realize approximately $640 million in U.S. defense sales in 2015.

The commercial aircraft market is dependent on a number of factors, including global demand for air travel, which generally follows underlying economic growth. As such, the commercial aircraft market has historically exhibited cyclical swings which tend to track with the overall economy. In recent years, the development of new, more fuel-efficient commercial air transports has helped drive increased demand in the commercial aircraft market, as airlines replace older, less fuel-efficient aircraft with newer models in an effort to reduce operating costs. The aftermarket is driven by usage of the existing aircraft fleet and the age of the installed fleet, and is impacted by fleet re-sizing programs for passenger and cargo aircraft. Changes in aircraft utilization rates affect the need for maintenance and spare parts and impact aftermarket sales. Boeing and Airbus have historically adjusted production in line with air traffic volume. Demand for our commercial aircraft products is in large part dependent on new aircraft production, which is increasing as Boeing and Airbus work to fulfill large backlogs of unfilled orders.

The commercial space market is comprised of large satellite customers, traditionally communications companies. Trends for this market, as well as for commercial launch vehicles, follow demand for increased capacity. This in turn, tends to track with underlying demand for increased consumption of telecommunication services, satellite replacement and global navigation needs. The space market is also partially dependent on the governmental-authorized levels of funding for satellite communications.

Industrial
Approximately 38% of our 2014 sales were generated in industrial markets. Within industrial, we serve three end markets: industrial automation, energy and medical.
The industrial automation market we serve is influenced by several factors including capital investment, product innovation, economic growth, cost-reduction efforts and technology upgrades. We experience challenges from the need to react to the demands of our customers, who are in large part sensitive to international and domestic economic conditions.
The energy market we serve are affected by changing oil and natural gas prices, global urbanization, the resulting increase in demand for global energy and the political climate and corresponding public support for investments in renewable energy generation capacity. Drivers for global growth include investments in power generation infrastructure, including renewable energy, and exploration in search of new oil and gas resources.
The medical market we serve is influenced by economic conditions, regulatory environments, hospital and outpatient clinic spending on equipment, population demographics, medical advances, patient demands and the need for precision control components and systems. Advances in medical technology and medical treatments have had the effect of extending the average life spans, in turn resulting in greater need for medical services. These same technology and treatment advances also drive increased demand from the general population as a means to improve quality of life. Access to medical insurance, whether through government funded health care plans or private insurance, also affects the demand for medical services.
Foreign Currencies

We are affected by the movement of foreign currencies compared to the U.S. dollar, particularly in Industrial Systems. About one-third of our 2014 sales were denominated in foreign currencies. During 2014, average foreign currency rates generally strengthened against the U.S. dollar compared to 2013. The translation of the results of our foreign subsidiaries into U.S. dollars increased sales by $17 million compared to one year ago. During 2013, average foreign currency rates generally weakened against the U.S. dollar compared to 2012. The translation of the results of our foreign subsidiaries into U.S. dollars decreased 2013 sales by $10 million compared to 2012.

RECENT ACCOUNTING PRONOUNCEMENTS

In March 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2013-05, "Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Group of Assets within a Foreign Entity or of an Investment in a Foreign Entity." This ASU is intended to eliminate diversity in practice on the release of cumulative translation adjustments into net income when a parent either sells part or all of its investment in a foreign entity, or when it no longer holds a controlling financial interest. In addition, the amendments resolve the diversity in practice for the treatment of business combinations achieved in stages involving a foreign entity. The provisions of this ASU are effective for fiscal years beginning after December 15, 2013 and interim periods within those fiscal years. This amendment is applicable to us beginning in the first quarter of 2015. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on our financial statements.

In April 2014, the FASB issued ASU No. 2014-08, "Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity." This ASU is intended to change the criteria for reporting discontinued operations and enhance convergence of the FASB’s and the International Accounting Standard Board’s (IASB) reporting requirements for discontinued operations. The provisions of this ASU are effective for fiscal years beginning after December 15, 2014 and interim periods within those fiscal years. This amendment is applicable to us beginning in the first quarter of 2016. Early adoption is permitted, but only for disposals (or classifications as held for sale) that have not been reported in financial statements previously issued or available for issuance. The adoption of this standard is not expected to have a material impact on our financial statements.

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In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers (Topic 606),” which supersedes the revenue recognition requirements in ASC 605, Revenue Recognition. This ASU requires revenue recognition to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This ASU also requires additional disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and assets recognized from costs incurred to obtain or fulfill a contract. This ASU can be applied using one of two prescribed retrospective methods, and no early adoption is permitted. The provisions of this ASU are effective for fiscal years beginning after December 15, 2016 and interim periods within those fiscal years. This amendment is applicable to us beginning in the first quarter of 2018. We are currently evaluating the adoption of this standard on our financial statements.

In June 2014, the FASB issued ASU No. 2014-11, “Transfers and Servicing (Topic 860): Repurchase to Maturity Transactions, Repurchase Financings and Disclosures.” This ASU changes the accounting for repurchase-to-maturity transactions to secured borrowing accounting, requires certain disclosures for transactions accounted for as sales and requires certain disclosures for other transactions accounted for as secured borrowings. The provisions of this ASU are effective for fiscal years beginning after December 15, 2014 and for interim periods beginning after March 15, 2015. This amendment is applicable to us beginning in the third quarter of 2015. Other than requiring additional disclosures, the adoption of this standard is not expected to have a material impact on our financial statements.

In August 2014, the FASB issued ASU No. 2014-13, “Consolidation (Topic 810): Measuring the Financial Assets and Financial Liabilities of a Consolidated Collateralized Financing Entity.” This ASU allows a reporting entity to elect to measure the financial assets and the financial liabilities of a consolidated collateralized financing entity using either the measurement alternative included in the Update or Topic 820. The provisions of this ASU are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. Early adoption is permitted as of the beginning of an annual period. This amendment is applicable to us beginning in the first quarter of 2017. The adoption of this standard is not expected to have a material impact on our financial statements.

In August 2014, the FASB issued ASU No. 2014-15, “Presentation of Financial Statements - Going Concern (Subtopic 205-40): Disclosures of Uncertainties about an Entity’s Ability to Continue as a Going Concern.” This ASU requires management to evaluate whether there are conditions or events that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the financial statements are issued or are available to be issued. This ASU also requires management to disclose certain information depending on the results of the going concern evaluation. The provisions of this ASU are effective for annual periods ending after December 15, 2016, and for interim and annual periods thereafter. Early adoption is permitted. This amendment is applicable to us beginning in the first quarter of 2017. The adoption of this standard is not expected to have a material impact on our financial statements.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk.

In the normal course of business, we are exposed to interest rate risk from our long-term debt and foreign exchange rate risk related to our foreign operations and foreign currency transactions. To manage these risks, we may enter into derivative instruments such as interest rate swaps and foreign currency forward contracts. We do not hold or issue financial instruments for trading purposes. In 2014, our derivative instruments consisted of interest rate swaps designated as cash flow hedges and foreign currency forwards.

At September 27, 2014, we had $549 million of borrowings subject to variable interest rates. During 2014, our average borrowings subject to variable interest rates were $474 million and, therefore, if interest rates had been one percentage point higher during 2014, our interest expense would have been $5 million higher. At September 27, 2014, we had interest rate swaps with notional amounts totaling $320 million. The interest rate swaps effectively convert this amount of variable-rate debt to fixed-rate debt at 2.0%, including the applicable margin of 138 basis points as of September 27, 2014. The interest will revert back to variable rates based on LIBOR plus the applicable margin upon the maturity of the interest rate swaps. These interest rate swaps will mature at various times between January 15, 2015 and June 5, 2017.

We also enter into forward contracts to reduce fluctuations in foreign currency cash flows related to third party purchases, intercompany product shipments and to reduce exposure on intercompany balances that are denominated in foreign currencies. We have foreign currency forwards with notional amounts of $250 million outstanding at September 27, 2014 that mature at various times through the third quarter of 2016.

Although the majority of our sales, expenses and cash flows are transacted in U.S. dollars, we have exposure to changes in foreign currency exchange rates such as the Euro, British pound and Japanese yen. If average annual foreign exchange rates collectively weakened against the U.S. dollar by 10%, our pre-tax earnings in 2014 would have decreased by $13 million from foreign currency translation. Offsetting that translation decrease would be a $26 million increase from changes in operating margins as a result of foreign currency transactions, primarily from U.S. dollar denominated sales by our foreign operations.

Item 8. Financial Statements and Supplementary Data.
Inc.
Consolidated Statements of Earnings

(dollars in thousands, except per share data)	Fiscal Years Ended September 27, 2014	September 28, 2013	September 29, 2012
NET SALES	$2,648,385	$2,610,311	$2,469,536
COST OF SALES	1,850,809	1,826,561	1,724,232
GROSS PROFIT	797,576	783,750	745,304
Research and development	139,462	134,652	116,403
Selling, general and administrative	403,487	396,636	385,051
Interest	12,513	26,962	34,312
Restructuring	12,913	14,075	—
Goodwill impairment	—	38,200	—
Other	10,278	8,219	697
EARNINGS BEFORE INCOME TAXES	218,923	165,006	208,841
INCOME TAXES	60,725	44,509	56,379
NET EARNINGS	$158,198	$120,497	$152,462
NET EARNINGS PER SHARE			
Basic	$3.57	$2.66	$3.37
Diluted	$3.52	$2.63	$3.33
AVERAGE COMMON SHARES OUTSTANDING			
Basic	44,362,412	45,335,336	45,246,960
Diluted	44,952,437	45,823,720	45,718,324

See accompanying Notes to Consolidated Financial Statements.

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Inc.
Consolidated Statements of Comprehensive Income

(dollars in thousands)	Fiscal Years Ended September 27, 2014	September 28, 2013	September 29, 2012
NET EARNINGS	$158,198	$120,497	$152,462
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:			
Foreign currency translation adjustment	(31,318)	7,079	144
Retirement liability adjustment	(41,289)	106,729	(46,296)
Change in accumulated (loss) income on derivatives	(73)	(1,255)	385
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX	(72,680)	112,553	(45,767)
COMPREHENSIVE INCOME	$85,518	$233,050	$106,695

See accompanying Notes to Consolidated Financial Statements.

Inc.
Consolidated Balance Sheets

(dollars in thousands, except per share data)	September 27, 2014	September 28, 2013
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$231,292	$157,090
Receivables	780,874	811,376
Inventories	517,056	551,674
Deferred income taxes	92,390	91,052
Prepaid expenses and other current assets	42,452	36,183
TOTAL CURRENT ASSETS	1,664,064	1,647,375
PROPERTY, PLANT AND EQUIPMENT, net	555,348	562,363
GOODWILL	757,852	766,924
INTANGIBLE ASSETS, net of accumulated amortization of $190,954 in 2014 and $180,586 in 2013	178,070	208,756
OTHER ASSETS	53,118	51,677
TOTAL ASSETS	$3,208,452	$3,237,095
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Short-term borrowings	$103,660	$105,088
Current installments of long-term debt	5,262	3,382
Accounts payable	162,667	181,893
Accrued salaries, wages and commissions	141,096	130,467
Customer advances	145,500	145,854
Contract loss reserves	35,984	44,228
Other accrued liabilities	128,635	112,318
TOTAL CURRENT LIABILITIES	722,804	723,230
LONG-TERM DEBT, excluding current installments		
Senior debt	765,114	409,125
Senior subordinated notes	—	191,562
LONG-TERM PENSION AND RETIREMENT OBLIGATIONS	288,216	269,751
DEFERRED INCOME TAXES	83,931	104,377
OTHER LONG-TERM LIABILITIES	972	3,285
TOTAL LIABILITIES	1,861,037	1,701,330
COMMITMENTS AND CONTINGENCIES (Note 18)	—	—
SHAREHOLDERS' EQUITY		
Common stock - par value $1.00		
Class A - Authorized 100,000,000 shares	43,628	43,613
Issued 43,627,531 and outstanding 37,820,830 shares at September 27, 2014		
Issued 43,613,060 and outstanding 41,608,799 shares at September 28, 2013		
Class B - Authorized 20,000,000 shares. Convertible to Class A on a one-for-one basis	7,652	7,667
Issued 7,652,182 and outstanding 3,622,303 shares at September 27, 2014		
Issued 7,666,653 and outstanding 3,750,459 shares at September 28, 2013		
Additional paid-in capital	463,965	447,478
Retained earnings	1,447,911	1,289,713
Treasury shares	(360,445)	(83,003)
Stock Employee Compensation Trust	(48,458)	(35,545)

Accumulated other comprehensive loss	(206,838)	(134,158)
TOTAL SHAREHOLDERS’ EQUITY	1,347,415	1,535,765
TOTAL LIABILITIES AND SHAREHOLDERS’ EQUITY	$3,208,452	$3,237,095

See accompanying Notes to Consolidated Financial Statements.

Inc.
Consolidated Statements of Shareholders' Equity

(dollars in thousands)	Fiscal Years Ended September 27, 2014	September 28, 2013	September 29, 2012
COMMON STOCK			
Beginning and end of year	$51,280	$51,280	$51,280
ADDITIONAL PAID-IN CAPITAL			
Beginning of year	447,478	421,969	412,370
Issuance of treasury shares at more than cost	256	7,134	1,282
Equity-based compensation expense	7,189	6,620	6,226
Adjustment to market - SECT, and other	9,042	11,755	2,091
End of year	463,965	447,478	421,969
RETAINED EARNINGS			
Beginning of year	1,289,713	1,169,216	1,016,754
Net earnings	158,198	120,497	152,462
End of year	1,447,911	1,289,713	1,169,216
TREASURY SHARES AT COST			
Beginning of year	(83,003)	(74,980)	(74,479)
Class A shares issued as consideration for acquisitions	—	—	(46)
Class A shares issued related to options	1,991	3,591	945
Class A and B shares purchased	(279,433)	(11,614)	(1,400)
End of year	(360,445)	(83,003)	(74,980)
STOCK EMPLOYEE COMPENSATION TRUST (SECT)			
Beginning of year	(35,545)	(15,984)	(13,090)
Sale of SECT stock to RSP	1,144	781	1,766
Purchase of SECT stock	(7,924)	(9,676)	(2,929)
Adjustment to market - SECT	(6,133)	(10,666)	(1,731)
End of year	(48,458)	(35,545)	(15,984)
ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME			
Beginning of year	(134,158)	(246,711)	(200,944)
Other comprehensive (loss) income	(72,680)	112,553	(45,767)
End of year	(206,838)	(134,158)	(246,711)
TOTAL SHAREHOLDERS' EQUITY	$1,347,415	$1,535,765	$1,304,790
TREASURY SHARES - CLASS A COMMON STOCK			
Beginning of year	(2,004,262)	(2,253,318)	(2,393,039)
Class A shares issued as consideration for acquisitions	—	—	(1,208)
Class A shares issued related to options	283,921	495,297	175,823
Class A shares purchased	(4,086,361)	(246,241)	(34,894)
End of year	(5,806,702)	(2,004,262)	(2,253,318)
TREASURY SHARES - CLASS B COMMON STOCK			
Beginning of year	(3,305,971)	(3,305,971)	(3,305,971)
Class B shares purchased	(13,067)	—	—
End of year	(3,319,038)	(3,305,971)	(3,305,971)
SECT SHARES - CLASS B COMMON STOCK			
Beginning of year	(610,223)	(418,317)	(395,470)
Sale of SECT stock to RSP	18,444	21,237	48,579
Purchase of SECT stock	(119,062)	(213,143)	(71,426)

End of year	(710,841)	(610,223)	(418,317)

See accompanying Notes to Consolidated Financial Statements.

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Inc.
Consolidated Statements of Cash Flows

(dollars in thousands)	Fiscal Years Ended September 27, 2014	September 28, 2013	September 29, 2012
CASH FLOWS FROM OPERATING ACTIVITIES			
Net earnings	$158,198	$120,497	$152,462
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation	78,078	75,000	67,084
Amortization	31,181	33,073	33,732
Deferred income taxes	5,021	(8,216)	(4,113)
Equity-based compensation expense	7,189	6,620	6,226
Redemption of senior subordinated notes	8,002	—	—
Goodwill impairment	—	38,200	—
Other	7,260	7,620	3,077
Changes in assets and liabilities providing (using) cash, excluding the effects of acquisitions:			
Receivables	23,707	(58,368)	(53,424)
Inventories	23,666	(6,871)	(21,289)
Accounts payable	(17,783)	10,543	(7,602)
Customer advances	(304)	32,437	11,508
Accrued expenses	7,685	(2,625)	10,357
Accrued income taxes	6,273	3,678	(9,371)
Net pension and post retirement liabilities	(43,612)	8,174	27,122
Other assets and liabilities	(7,459)	(8,485)	(1,429)
NET CASH PROVIDED BY OPERATING ACTIVITIES	287,102	251,277	214,340
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of businesses, net of cash acquired	—	(69,157)	(104,089)
Purchase of property, plant and equipment	(78,771)	(93,174)	(107,030)
Other investing transactions	(8,124)	(11,067)	(4,454)
NET CASH USED BY INVESTING ACTIVITIES	(86,895)	(173,398)	(215,573)
CASH FLOWS FROM FINANCING ACTIVITIES			
Net short-term (repayments) borrowings	(977)	16,124	81,849
Proceeds from revolving lines of credit	680,875	897,162	805,859
Payments on revolving lines of credit	(319,740)	(782,617)	(848,505)
Payments on long-term debt	(3,256)	(3,113)	(1,335)
Payments on senior subordinated notes	(191,575)	(187,000)	—
Payment of premium on redemption of senior subordinated notes	(6,945)	—	—
Proceeds from sale of treasury stock	2,247	10,725	2,227
Purchase of outstanding shares for treasury	(272,876)	(11,614)	(1,400)
Proceeds from sale of stock held by SECT	1,144	781	1,766
Purchase of stock held by SECT	(7,924)	(9,676)	(2,929)
Excess tax benefits from equity-based payment arrangements	2,910	1,089	360
Other financing transactions	(2,288)	(3,949)	(470)

NET CASH (USED) PROVIDED BY FINANCING ACTIVITIES	(118,405)	(72,088)	37,422
Effect of exchange rate changes on cash	(7,600)	2,458	(1,027)
INCREASE IN CASH AND CASH EQUIVALENTS	74,202	8,249	35,162
Cash and cash equivalents at beginning of year	157,090	148,841	113,679
Cash and cash equivalents at end of year	$231,292	$157,090	$148,841
SUPPLEMENTAL CASH FLOW INFORMATION			
Interest paid	$17,300	$29,320	$32,636
Income taxes paid, net of refunds	41,999	54,461	69,480
Unsecured notes issued for acquisitions	—	8,450	—

See accompanying Notes to Consolidated Financial Statements.

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Notes to Consolidated Financial Statements
(dollars in thousands, except per share data)

Note 1 - Summary of Significant Accounting Policies
Consolidation: The consolidated financial statements include the accounts of Moog Inc. and all of our U.S. and foreign subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.
Fiscal Year: Our fiscal year ends on the Saturday that is closest to September 30. The consolidated financial statements include 52 weeks for the years ended September 27, 2014, September 28, 2013 and September 29, 2012.
Operating Cycle: Consistent with industry practice, aerospace and defense related inventories, unbilled recoverable costs and profits on long-term contract receivables, customer advances and contract loss reserves include amounts relating to contracts having long production and procurement cycles, portions of which are not expected to be realized or settled within one year.
Foreign Currency Translation: Assets and liabilities of subsidiaries that prepare financial statements in currencies other than the U.S. dollar are translated using rates of exchange as of the balance sheet date and the statements of earnings are translated at the average rates of exchange for each reporting period.
Use of Estimates: The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates and assumptions.
Revenue Recognition: We recognize revenue using either the percentage of completion method for contracts or as units are delivered or services are performed.
Percentage of completion method for contracts: Revenue representing 34%, 33% and 32% of 2014, 2013 and 2012 sales, respectively, was accounted for using the percentage of completion, cost-to-cost method of accounting. This method of revenue recognition is predominantly used within the Aircraft Controls and Space and Defense Controls segments due to the contractual nature of the business activities, with the exception of their respective aftermarket activities. The contractual arrangements are either firm fixed-price or cost-plus contracts and are primarily with the U.S. Government or its prime subcontractors, foreign governments or commercial aircraft manufacturers, including Boeing and Airbus. The nature of the contractual arrangements includes customers’ requirements for delivery of hardware as well as funded nonrecurring development work in anticipation of follow-on production orders.
Revenue on contracts using the percentage of completion, cost-to-cost method of accounting is recognized as work progresses toward completion as determined by the ratio of cumulative costs incurred to date to estimated total contract costs at completion, multiplied by the total estimated contract revenue, less cumulative revenue recognized in prior periods. Changes in estimates affecting sales, costs and profits are recognized in the period in which the change becomes known using the cumulative catch-up method of accounting, resulting in the cumulative effect of changes reflected in the period. Estimates are reviewed and updated quarterly for substantially all contracts. A significant change in an estimate on one or more contracts could have a material effect on our results of operations.
Occasionally, it is appropriate to combine or segment contracts. Contracts are combined in those limited circumstances when they are negotiated as a package in the same economic environment with an overall profit margin objective and constitute, in essence, an agreement to do a single project. In such cases, revenue and costs are recognized over the performance period of the combined contracts as if they were one. Contracts are segmented in limited circumstances if the customer had the right to accept separate elements of the contract and the total amount of the proposals on the separate components approximated the amount of the proposal on the entire project. For segmented contracts, revenue and costs are recognized as if they were separate contracts over the performance periods of the individual elements or phases.

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Contract costs include only allocable, allowable and reasonable costs, as determined in accordance with the Federal Acquisition Regulations and the related Cost Accounting Standards for applicable U.S. Government contracts, and are included in cost of sales when incurred. The nature of these costs includes development engineering costs and product manufacturing costs including direct material, direct labor, other direct costs and indirect overhead costs. Contract profit is recorded as a result of the revenue recognized less costs incurred in any reporting period. Amounts representing performance incentives, penalties, contract claims or change orders are considered in estimating revenues, costs and profits when they can be reliably estimated and realization is considered probable. Revenue recognized on contracts for unresolved claims or unapproved contract change orders was not material for 2014, 2013 or 2012.

For contracts with anticipated losses at completion, a provision for the entire amount of the estimated remaining loss is charged against income in the period in which the loss becomes known. Contract losses are determined considering all direct and indirect contract costs, exclusive of any selling, general or administrative cost allocations that are treated as period expenses. Loss reserves are more common on firm fixed-price contracts that involve, to varying degrees, the design and development of new and unique controls or control systems to meet the customers' specifications.

As units are delivered or services are performed: In 2014, 66% of our sales were recognized as units were delivered or as service obligations were satisfied. Revenue is recognized when the risks and rewards of ownership and title to the product are transferred to the customer. When engineering or similar services are performed, revenue is recognized upon completion of the obligation including any delivery of engineering drawings or technical data. This method of revenue recognition is predominantly used within the Industrial Systems, Components and Medical Devices segments, as well as with aftermarket activity. Profits are recorded as costs are relieved from inventory and charged to cost of sales and as revenue is recognized. Inventory costs include all product manufacturing costs such as direct material, direct labor, other direct costs and indirect overhead cost allocations.

Shipping and Handling Costs: Shipping and handling costs are included in cost of sales.

Research and Development: Research and development costs are expensed as incurred and include salaries, benefits, consulting, material costs and depreciation.

Bid and Proposal Costs: Bid and proposal costs are expensed as incurred and classified as selling, general and administrative expenses.

Equity-Based Compensation: Equity-based compensation expense is included in selling, general and administrative expenses.

Earnings Per Share: Basic and diluted weighted-average shares outstanding are as follows:

	2014	2013	2012
Basic weighted-average shares outstanding	44,362,412	45,335,336	45,246,960
Dilutive effect of equity-based awards	590,025	488,384	471,364
Diluted weighted-average shares outstanding	44,952,437	45,823,720	45,718,324

Cash and Cash Equivalents: All highly liquid investments with an original maturity of three months or less are considered cash equivalents.

Allowance for Doubtful Accounts: The allowance for doubtful accounts is based on our assessment of the collectibility of customer accounts. The allowance is determined by considering factors such as historical experience, credit quality, age of the accounts receivable balances and current economic conditions that may affect a customer's ability to pay.

Inventories: Inventories are stated at the lower-of-cost-or-market with cost determined on the first-in, first-out (FIFO) method of valuation.

Property, Plant and Equipment: Property, plant and equipment are stated at cost. Plant and equipment are depreciated principally using the straight-line method over the estimated useful lives of the assets, generally 40 years for buildings, 15 years for building improvements, 12 years for furniture and fixtures, 10 years for machinery and equipment, 8 years for tooling and test equipment and 3 to 5 years for computer hardware and software. Leasehold improvements are amortized on a straight-line basis over the term of the lease or the estimated useful life of the asset, whichever is shorter.

Goodwill: We test goodwill for impairment at the reporting unit level on an annual basis or more frequently if an event occurs or circumstances change that indicate that the fair value of a reporting unit is likely to be below its carrying amount.

We may elect to perform a qualitative assessment that considers economic, industry and company-specific factors for all or selected reporting units. If, after completing this assessment, it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying value, we proceed to a quantitative test. We may also elect to perform a quantitative test instead of a qualitative test for any or all of our reporting units.

Quantitative testing requires a comparison of the fair value of each reporting unit to its carrying value. We use the discounted cash flow method to estimate the fair value of our reporting units. The discounted cash flow method incorporates various assumptions, the most significant being projected revenue growth rates, operating margins and cash flows, the terminal growth rate and the weighted-average cost of capital. If the carrying value of the reporting unit exceeds its fair value, goodwill is considered impaired and any loss must be measured. To determine the amount of the impairment loss, the implied fair value of goodwill is determined by assigning a fair value to all of the reporting unit's assets and liabilities, including any unrecognized intangible assets, as if the reporting unit had been acquired in a business combination at fair value. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss would be recognized in an amount equal to that excess.

We recorded a $38,200 goodwill impairment charge in 2013 in our Medical Devices reporting unit. There were no impairment charges recorded in 2014 or 2012.

Acquired Intangible Assets: Acquired identifiable intangible assets are recorded at cost and are amortized over their estimated useful lives.

Impairment of Long-Lived Assets: Long-lived assets, including acquired identifiable intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of those assets may not be recoverable. We use undiscounted cash flows to determine whether impairment exists and measure any impairment loss using discounted cash flows. In 2014, we recorded a $739 impairment charge in our Industrial Systems segment related to intangible assets from a product line we decided to exit. We also recorded a $1,296 impairment charge in our Medical Devices segment related to equipment from a product line we are no longer pursuing. Both of these charges are included as restructuring in the consolidated statements of earnings. There were no impairment charges recorded in 2013 or 2012.

Product Warranties: In the ordinary course of business, we warrant our products against defect in design, materials and workmanship typically over periods ranging from twelve to sixty months. We determine warranty reserves needed by product line based on historical experience and current facts and circumstances. Activity in the warranty accrual is summarized as follows:

	2014	2013	2012
Warranty accrual at beginning of year	$17,429	$18,859	$19,247
Additions from acquisitions	—	—	233
Warranties issued during current year	12,611	9,019	9,842
Adjustments to pre-existing warranties	(2,037)	(1,911)	(460)
Reductions for settling warranties	(7,759)	(8,507)	(10,016)
Foreign currency translation	(291)	(31)	13
Warranty accrual at end of year	$19,953	$17,429	$18,859

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Financial Instruments: Our financial instruments consist primarily of cash and cash equivalents, receivables, notes payable, accounts payable, long-term debt, interest rate swaps and foreign currency forwards. The carrying values for our financial instruments approximate fair value with the exception at times of long-term debt. We do not hold or issue financial instruments for trading purposes.
We carry derivative instruments on the consolidated balance sheets at fair value, determined by reference to quoted market prices. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, if so, the reason for holding it. Our use of derivative instruments is generally limited to cash flow hedges of certain interest rate risks and minimizing foreign currency exposure on foreign currency transactions, which are typically designated in hedging relationships, and intercompany balances, which are not designated as hedging instruments. Cash flows resulting from forward contracts are accounted for as hedges of identifiable transactions or events and classified in the same category as the cash flows from the items being hedged.
Reclassifications: Certain prior year amounts have been reclassified to conform to the current year's presentation. The Consolidated Statements of Cash Flows has been restated to segregate income taxes from accrued expenses.

Note 2 - Acquisitions and Divestitures
All of our acquisitions are accounted for under the purchase method and, accordingly, the operating results for the acquired companies are included in the consolidated statements of earnings from the respective dates of acquisition. Under purchase accounting, we record assets and liabilities at fair value and such amounts are reflected in the respective captions on the consolidated balance sheets.

There were no acquisitions completed in 2014.

In 2013, we completed two business combinations. One of these business combinations was in our Space and Defense Controls segment. We acquired Broad Reach Engineering for $34,550 of cash consideration, issuance of $8,450 of notes payable and contingent consideration with an initial fair value of $3,447. Based in Colorado, Broad Reach Engineering is a leading designer and manufacturer of spaceflight electronics and software for aerospace, scientific, commercial and military missions. The company also provides ground testing, launch and on-orbit operations. We also completed one business combination in our Components segment. We acquired Aspen Motion Technologies, located in Radford, Virginia for $33,911 in cash. Aspen is a designer and manufacturer of high-performance permanent magnet brushless DC motors, integrated digital controls and motorized impellers. Aspen also specializes in custom motor designs for end product integration and significant product enhancement in a variety of high-performance industrial applications.

In 2013, we completed one divestiture in our Medical Devices segment. We sold our Buffalo, New York operations of Ethox Medical for $5,000 in cash, plus a $200 note receivable.

The purchase price allocations for the 2013 acquisitions are complete.

Note 3 - Receivables

Receivables consist of:

	September 27, 2014	September 28, 2013
Accounts receivable	$332,450	$328,038
Long-term contract receivables:		
Amounts billed	125,497	133,149
Unbilled recoverable costs and accrued profits	313,530	337,520
Total long-term contract receivables	439,027	470,669
Other	13,738	17,168
Total receivables	785,215	815,875
Less allowance for doubtful accounts	(4,341)	(4,499)
Receivables	$780,874	$811,376

Under our trade receivables securitization facility (the "Securitization Program"), we securitize certain trade receivables in transactions that are accounted for as secured borrowings. We maintain a subordinated interest in a portion of the pool of trade receivables that are securitized. The retained interest, which is included in receivables in the consolidated balance sheets, is recorded at fair value, which approximates the total amount of the designated pool of accounts receivable. See Note 7, Indebtedness, for additional disclosures related to the Securitization Program.

Long-term contract receivables are primarily associated with prime contractors and subcontractors in connection with U.S. Government contracts, commercial aircraft and satellite manufacturers. Amounts billed under long-term contracts to the U.S. Government were $16,929 at September 27, 2014 and $11,532 at September 28, 2013. Unbilled recoverable costs and accrued profits under long-term contracts to be billed to the U.S. Government were $15,816 at September 27, 2014 and $11,963 at September 28, 2013. Unbilled recoverable costs and accrued profits principally represent revenues recognized on contracts that were not billable on the balance sheet date. These amounts will be billed in accordance with contract terms, generally as certain milestones are reached or upon shipment. Approximately 75% of unbilled amounts are expected to be collected within one year. In situations where billings exceed revenues recognized, the excess is included in customer advances.

There are no material amounts of claims or unapproved change orders included in the consolidated balance sheets. There are no material balances billed but not paid by customers under retainage provisions.

Concentrations of credit risk on receivables are limited to those from significant customers who are believed to be financially sound. Receivables from Boeing were $147,421 at September 27, 2014 and $182,050 at September 28, 2013. We perform periodic credit evaluations of our customers’ financial condition and generally do not require collateral.

Note 4 - Inventories

Inventories, net of reserves, consist of:

	September 27, 2014	September 28, 2013
Raw materials and purchased parts	$198,166	$194,249
Work in progress	251,701	289,124
Finished goods	67,189	68,301
Inventories	$517,056	$551,674

There are no material inventoried costs relating to long-term contracts where revenue is accounted for using the percentage of completion, cost-to-cost method of accounting as of September 27, 2014 and September 28, 2013.

Note 5 - Property, Plant and Equipment

Property, plant and equipment consists of:

	September 27, 2014	September 28, 2013
Land	$28,299	$28,983
Buildings and improvements	398,783	390,525
Machinery and equipment	767,342	756,503
Property, plant and equipment, at cost	1,194,424	1,176,011
Less accumulated depreciation and amortization	(639,076)	(613,648)
Property, plant and equipment	$555,348	$562,363

Note 6 - Goodwill and Intangible Assets

The changes in the carrying amount of goodwill are as follows:

	Aircraft Controls	Space and Defense Controls	Industrial Systems	Components	Medical Devices	Total
Balance at October 2, 2011	$194,052	$121,416	$120,834	$172,531	$126,188	$735,021
Acquisitions	—	9,696	—	19,987	—	29,683
Adjustments to prior year acquisitions	(3,865)	—	—	(147)	—	(4,012)
Foreign currency translation	2,199	(397)	(1,259)	2,093	(474)	2,162
Balance at September 29, 2012	192,386	130,715	119,575	194,464	125,714	762,854
Acquisitions	—	29,361	—	11,218	—	40,579
Adjustments to prior year acquisitions	—	2,418	—	472	—	2,890
Impairment	—	—	—	—	(38,200)	(38,200)
Divestiture	—	—	—	—	(2,900)	(2,900)
Foreign currency translation	27	642	1,745	(1,301)	588	1,701
Balance at September 28, 2013	192,413	163,136	121,320	204,853	85,202	766,924
Adjustments to prior year acquisitions	—	(2,734)	—	—	—	(2,734)
Foreign currency translation	439	(795)	(3,311)	(1,943)	(728)	(6,338)
Balance at September 27, 2014	$192,852	$159,607	$118,009	$202,910	$84,474	$757,852

We recorded a $38,200 goodwill impairment in 2013 in our Medical Devices reporting unit. We test goodwill for impairment at least annually, during our fourth quarter. We estimated the fair value of this reporting unit using a discounted cash flow analysis, and our result was supported by information obtained as part of our strategic review of this business. In the fourth quarter of 2013, we began a strategic assessment of our Medical Devices segment. We determined that the medical pumps business is not core to our overall strategy, but we are currently operating the business as part of ongoing operations.

The components of acquired intangible assets are as follows:

	September 27, 2014			September 28, 2013	
	Weighted-Average Life (Years)	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer-related	11	$180,670	$(102,251)	$193,744	$(97,347)
Program-related	18	80,054	(24,065)	79,607	(18,988)
Technology-related	9	76,057	(46,296)	76,558	(42,000)
Marketing-related	10	26,707	(14,779)	33,259	(18,476)
Acquired intangible assets	12	$363,488	$(187,391)	$383,168	$(176,811)

All acquired intangible assets other than goodwill are being amortized. Customer-related intangible assets primarily consist of customer relationships. Program-related intangible assets consist of long-term programs represented by current contracts and probable follow on work. Technology-related intangible assets primarily consist of technology, patents, intellectual property and software. Marketing-related intangible assets primarily consist of trademarks, trade names and non-compete agreements.

Amortization of acquired intangible assets was $29,907 in 2014, $31,137 in 2013 and $31,235 in 2012. Based on acquired intangible assets recorded at September 27, 2014, amortization is estimated to be approximately $25,300 in 2015, $23,800 in 2016, $20,500 in 2017, $18,800 in 2018 and $16,800 in 2019.

Note 7 - Indebtedness

Short-term borrowings consist of:

	September 27, 2014	September 28, 2013
Securitization program	$100,000	$100,000
Lines of credit	3,660	5,088
Short-term borrowings	$103,660	$105,088

The Securitization Program matures on February 13, 2015 and effectively increases our borrowing capacity by up to $100,000. Under the Securitization Program, we sell certain trade receivables and related rights to an affiliate, which in turn sells an undivided variable percentage ownership interest in the trade receivables to a financial institution, while maintaining a subordinated interest in a portion of the pool of trade receivables. The Securitization Program can be extended by agreement of the parties thereto for successive 364-day terms. Interest for the Securitization Program is 0.8% at September 27, 2014 and is based on prevailing market rates for short-term commercial paper plus an applicable margin. A commitment fee is also charged based on a percentage of the unused amounts available and is not material. The agreement governing the Securitization Program contains restrictions and covenants which include limitations on the making of certain restricted payments, creation of certain liens, and certain corporate acts such as mergers, consolidations and sale of substantially all assets. The Securitization Program has a minimum borrowing requirement equal to the lesser of either 80% of our borrowing capacity or 100% of our borrowing base, which is a subset of the trade receivables sold under this agreement. As of September 27, 2014, our minimum borrowing requirement is $80,000.

In addition to the Securitization Program, we maintain short-term credit facilities with banks throughout the world that are principally demand lines subject to revision by the banks. Interest on outstanding lines of credit is 1.4% at September 27, 2014.

Long-term debt consists of:

	September 27, 2014	September 28, 2013
U.S. revolving credit facility	$765,000	$403,865
Other long-term debt	5,225	8,577
Obligations under capital leases	151	65
Senior debt	770,376	412,507
7¼% senior subordinated notes	—	191,562
Total long-term debt	770,376	604,069
Less current installments	(5,262)	(3,382)
Long-term debt	$765,114	$600,687

On May 22, 2014, we amended our U.S. revolving credit facility. The amendment increased the capacity on our revolving credit facility from $900,000 to $1,100,000 and extended the maturity of the credit facility to May 22, 2019. The amendment also provides an expansion option, which permits us to request an increase to the credit facility of up to $200,000 upon satisfaction of certain conditions. The credit facility is secured by substantially all of our U.S. assets. The loan agreement contains various covenants which, among others, specify interest coverage and maximum leverage and capital expenditures. We are in compliance with all covenants. Interest on all of the outstanding credit facility borrowings is 1.5% and is based on LIBOR plus the applicable margin, which was
138 basis points at September 27, 2014.
Other long-term debt at September 27, 2014 consists of debt instruments being repaid in 2015 that carry an interest rate of 3.3%.

On December 19, 2013, we repurchased our 7¼% senior subordinated notes due on January 15, 2018 at 103.625%, pursuant to an early redemption right. We redeemed the aggregate principal amount of $200,000 using proceeds drawn from our U.S. revolving credit facility. The associated loss on the redemption includes $6,945 of call premium paid to external bondholders and a $1,057 write off of deferred debt issuance costs.

Maturities of long-term debt are $5,262 in 2015, $38 in 2016, $37 in 2017, $27 in 2018 and $765,012 in 2019.
At September 27, 2014, we had pledged assets with a net book value of $1,573,599 as security for long-term debt.
At September 27, 2014, we had $333,806 of unused short and long-term borrowing capacity, including $320,665 from the U.S. revolving credit facility. Commitment fees are charged on some of these arrangements and on the U.S. revolving credit facility based on a percentage of the unused amounts available and are not material.

Note 8 - Derivative Financial Instruments

We principally use derivative financial instruments to manage interest rate risk associated with long-term debt and foreign exchange risk related to foreign operations and foreign currency transactions. We enter into derivative financial instruments with a number of major financial institutions to minimize counterparty credit risk.

Derivatives designated as hedging instruments

Interest rate swaps are used to adjust the proportion of total debt that is subject to variable and fixed interest rates. The interest rate swaps are designated as hedges of the amount of future cash flows related to interest payments on variable-rate debt that, in combination with the interest payments on the debt, convert a portion of the variable-rate debt to fixed-rate debt. At September 27, 2014, we had interest rate swaps with notional amounts totaling $320,000. The interest rate swaps effectively convert this amount of variable-rate debt to fixed-rate debt at 2.0%, including the applicable margin of 138 basis points as of September 27, 2014. The interest will revert back to variable rates based on LIBOR plus the applicable margin upon the maturity of the interest rate swaps. These interest rate swaps mature at various times between January 15, 2015 and June 5, 2017.

We use foreign currency forward contracts as cash flow hedges to effectively fix the exchange rates on future payments and revenue. To mitigate exposure in movements between various currencies, primarily the Philippine peso, we had outstanding foreign currency forwards with notional amounts of $43,548 at September 27, 2014. These contracts mature at various times through May 27, 2016.

These interest rate swaps and foreign currency forwards are recorded on the consolidated balance sheet at fair value and the related gains or losses are deferred in shareholders' equity as a component of Accumulated Other Comprehensive Income (Loss) (AOCI). These deferred gains and losses are reclassified into expense during the periods in which the related payments or receipts affect earnings. However, to the extent the interest rate swaps and foreign currency forwards are not perfectly effective in offsetting the change in the value of the payments being hedged, the ineffective portion of these contracts is recognized in earnings immediately. Ineffectiveness was not material in 2014, 2013 or 2012.

Derivatives not designated as hedging instruments

We also have foreign currency exposure on balances, primarily intercompany, that are denominated in a foreign currency and are adjusted to current values using period-end exchange rates. The resulting gains or losses are recorded in the consolidated statements of earnings. To minimize foreign currency exposure, we have foreign currency forwards with notional amounts of $206,396 at September 27, 2014. The foreign currency forwards are recorded in the consolidated balance sheets at fair value and resulting gains or losses are recorded in the consolidated statements of earnings. We recorded net gains of $4,105 in 2014 and $2,249 in 2013 on the foreign currency forwards. These gains are included in other expense and generally offset the losses from the foreign currency adjustments on the intercompany balances that are also included in other income or expense.

Summary of derivatives

The fair value and classification of derivatives is summarized as follows:

		September 27, 2014	September 28, 2013
Derivatives designated as hedging instruments:			
Interest rate swaps	Other current assets	$70	$—
Interest rate swaps	Other assets	107	—
Foreign currency forwards	Other current assets	—	217
Foreign currency forwards	Other assets	—	100
	Total assets	$177	$317
Interest rate swaps	Other accrued liabilities	$110	$85
Interest rate swaps	Other long-term liabilities	28	42
Foreign currency forwards	Other accrued liabilities	1,521	1,342
Foreign currency forwards	Other long-term liabilities	494	636
	Total liabilities	$2,153	$2,105
Derivatives not designated as hedging instruments:			
Foreign currency forwards	Other current assets	$821	$68
	Total assets	$821	$68
Foreign currency forwards	Other accrued liabilities	$2,991	$956
	Total liabilities	$2,991	$956

Note 9 - Fair Value
Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Depending on the nature of the asset or liability, various techniques and assumptions can be used to estimate fair value. The definition of the fair value hierarchy is as follows:
Level 1 – Quoted prices in active markets for identical assets and liabilities.
Level 2 – Observable inputs other than quoted prices in active markets for similar assets and liabilities.
Level 3 – Inputs for which significant valuation assumptions are unobservable in a market and therefore value is based on the best available data, some of which is internally developed and considers risk premiums that a market participant would require.

Our derivatives are valued using various pricing models or discounted cash flow analyses that incorporate observable market data, such as interest rate yield curves and currency rates, and are classified as Level 2 within the valuation hierarchy. Our Level 3 fair value liabilities represent contingent consideration recorded for acquisitions to be paid if various financial targets are met. The amounts recorded were calculated for each payment scenario in each period using an estimate of the probability of the future cash outflows. The varying contingent payments were then discounted to the present value at the weighted average cost of capital. Fair value is assessed on a quarterly basis, or whenever events or circumstances change that indicate an adjustment is required. The assessment includes an evaluation of the performance of the acquired business compared to previous expectations, changes to future projections and the probability of achieving the earn out targets.
The following table presents the fair values and classification of our financial assets and liabilities measured on a recurring basis as of September 27, 2014:

	Classification	Level 1	Level 2	Level 3	Total
Interest rate swaps	Other current assets	$—	$70	—	$70
Interest rate swaps	Other assets	—	107	—	107
Foreign currency forwards	Other current assets	—	821	—	821
	Total assets	$—	$998	$—	$998
Interest rate swaps	Other accrued liabilities	$—	$110	$—	$110
Interest rate swaps	Other long-term liabilities	—	28	—	28
Foreign currency forwards	Other accrued liabilities	—	4,512	—	4,512
Foreign currency forwards	Other long-term liabilities	—	494	—	494
	Total liabilities	$—	$5,144	$—	$5,144

The changes in financial liabilities classified as Level 3 within the fair value hierarchy are as follows:

	2014	2013
Balance at beginning of year	$4,007	$6,422
Additions from acquisitions	—	3,447
Increase (decrease) in discounted future cash flows recorded as interest expense	(121)	317
Decrease in earn out provisions recorded as other income	(1,585)	(3,368)
Settlements paid in cash	(2,301)	(2,811)
Balance at end of year	$—	$4,007

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Note 10 - Restructuring
In 2013, we initiated restructuring plans to better align our cost structure with projected sales levels. The restructuring actions taken have resulted in workforce reductions, primarily in the U.S., Europe and Asia.
In 2014, we initiated restructuring plans in response to the business outlook, which includes a change in the mix of sales and delays and cancellations of orders for certain product lines. The restructuring actions taken will result in workforce reductions, primarily in the U.S. and Europe.
Restructuring expense in 2014 principally relates to severance, but also includes $1,296 for the impairment of long-lived assets in our Medical Devices segment and $739 for the impairment of intangibles assets in our Industrial Systems segment. Restructuring activity for severance by segment is as follows:

	Aircraft Controls	Space and Defense Controls	Industrial Systems	Total
Balance at September 29, 2012	$—	$—	$—	$—
Charged to expense	1,692	4,968	7,415	14,075
Cash payments - 2013 plan	(1,672)	(600)	(4,711)	(6,983)
Foreign currency translation	16	8	13	37
Balance at September 28, 2013	36	4,376	2,717	7,129
Charged to expense	5,440	5,438	—	10,878
Cash payments - 2013 plan	(35)	(4,014)	(2,452)	(6,501)
Foreign currency translation	(2)	(36)	(79)	(117)
Balance at September 27, 2014	$5,439	$5,764	$186	$11,389

Payments related to these severance benefits are expected to be paid in full by October 3, 2015 for both the 2013 plan and the 2014 plan. As of September 27, 2014, restructuring consists of $10,899 for the 2014 plan and $490 for the 2013 plan.

Note 11 - Employee Benefit Plans

We maintain multiple employee benefit plans, covering employees at certain locations.

Our qualified U.S. defined benefit pension plan is not open to new entrants. New employees are not eligible to participate in the pension plan. Instead, we make contributions for those employees to an employee-directed investment fund in the Moog Inc. Retirement Savings Plan ("RSP"). The Company’s contributions are based on a percentage of the employee’s eligible compensation and age. These contributions are in addition to the employer match on voluntary employee contributions.

The RSP includes an Employee Stock Ownership Plan. As one of the investment alternatives, participants in the RSP can acquire our stock at market value. We match 25% of the first 2% of eligible compensation contributed to any investment selection. Shares are allocated and compensation expense is recognized as the employer share match is earned. At September 27, 2014, the participants in the RSP owned 552,011 Class A shares and 1,684,812 Class B shares.

The changes in projected benefit obligations and plan assets and the funded status of the U.S. and non-U.S. defined benefit plans are as follows:

	U.S. Plans		Non-U.S. Plans	
	2014	2013	2014	2013
Change in projected benefit obligation:				
Projected benefit obligation at prior year measurement date	$678,063	$779,977	$169,980	$153,089
Service cost	21,571	26,856	5,533	4,874
Interest cost	33,354	28,818	5,984	5,749
Contributions by plan participants	—	—	1,014	970
Actuarial losses (gains)	74,369	(138,603)	22,702	8,781
Foreign currency exchange impact	—	—	(10,237)	1,400
Benefits paid from plan assets	(20,032)	(17,586)	(2,697)	(1,903)
Benefits paid by Moog	(1,883)	(1,556)	(2,985)	(3,162)
Other	(1,239)	157	(352)	182
Projected benefit obligation at measurement date	$784,203	$678,063	$188,942	$169,980
Change in plan assets:				
Fair value of assets at prior year measurement date	$498,918	$441,426	$98,625	$84,044
Actual return on plan assets	50,630	42,853	11,631	12,147
Employer contributions	59,283	34,584	20,655	8,077
Contributions by plan participants	—	—	1,014	970
Benefits paid	(21,915)	(19,142)	(5,682)	(5,065)
Foreign currency exchange impact	—	—	(5,425)	(1,485)
Other	(1,239)	(803)	(64)	(63)
Fair value of assets at measurement date	$585,677	$498,918	$120,754	$98,625
Funded status and amount recognized in assets and liabilities	$(198,526)	$(179,145)	$(68,188)	$(71,355)
Amount recognized in assets and liabilities:				
Other assets - non-current	$—	$—	$4,191	$2,043
Accrued and long-term pension liabilities	(198,526)	(179,145)	(72,379)	(73,398)
Amount recognized in assets and liabilities	$(198,526)	$(179,145)	$(68,188)	$(71,355)
Amount recognized in accumulated other comprehensive loss, before taxes:				
Prior service cost (credit)	$846	$995	$(363)	$(172)
Actuarial losses	298,534	247,803	40,254	28,550
Amount recognized in accumulated other comprehensive loss, before taxes	$299,380	$248,798	$39,891	$28,378

Our stock included in U.S. plan assets consisted of 149,022 shares of Class A common stock and 1,001,034 shares of Class B common stock. Our funding policy is to contribute at least the amount required by law in the respective countries.

The total accumulated benefit obligation as of the measurement date for all defined benefit pension plans was $877,846 in 2014 and $766,870 in 2013. At the measurement date in 2014, our plans had fair values of plan assets totaling $706,431. At the measurement date in 2014, three of our plans had fair values of plan assets totaling $78,643, which exceeded their accumulated benefit obligations of $67,423. At the measurement date in 2013, two of our plans had fair values of plan assets totaling $47,847, which exceeded their accumulated benefit obligations of $40,984. The following table provides aggregate information for the other pension plans, which have projected benefit obligations or accumulated benefit obligations in excess of plan assets:

	September 27, 2014	September 28, 2013
Projected benefit obligation	$895,302	$802,239
Accumulated benefit obligation	810,424	725,886
Fair value of plan assets	627,788	549,696

Weighted-average assumptions used to determine benefit obligations as of the measurement dates and weighted-average assumptions used to determine net periodic benefit cost are as follows:

	U.S. Plans			Non-U.S. Plans		
	2014	2013	2012	2014	2013	2012
Assumptions for net periodic benefit cost:						
Discount rate	5.0 %	3.7 %	4.7 %	3.7 %	4.0 %	4.7 %
Return on assets	8.4 %	8.6 %	8.9 %	4.1 %	4.5 %	5.5 %
Rate of compensation increase	4.1 %	4.1 %	3.8 %	2.8 %	2.9 %	3.0 %
Assumptions for benefit obligations:						
Discount rate	4.4 %	5.0 %	3.7 %	3.1 %	3.6 %	3.9 %
Rate of compensation increase	4.1 %	4.1 %	4.1 %	2.7 %	2.8 %	2.9 %

Pension plan investment policies and strategies are developed on a plan specific basis, which varies by country. At September 27, 2014, the U.S. plans represented 83% of consolidated pension assets, while the non-U.S. plans represented 17% of consolidated pension assets, the largest concentration being in the United Kingdom (6%). The overall objective for the long-term expected return on both domestic and international plan assets is to earn a rate of return over time to meet anticipated benefit payments in accordance with plan provisions. The long-term investment objective of both the domestic and international retirement plans is to maintain the economic value of plan assets and future contributions by producing positive rates of investment return after subtracting inflation, benefit payments and expenses. Each of the plan's strategic asset allocations is based on this long-term perspective and short-term fluctuations are viewed with appropriate perspective.

The U.S. qualified defined benefit plan's assets are invested for long-term investment results. To accommodate the long-term investment horizon while providing appropriate liquidity, the plan maintains a liquid cash reserve of one-month to three-months of benefit distributions. Its assets are broadly diversified to help alleviate the risk of adverse returns in any one security or investment class. The international plans' assets are invested in both low-risk and high-risk investments in order to achieve the long-term investment strategy objective. Investment risks for both domestic and international plans are considered within the context of the entire plan, rather than on a security-by-security basis.

The U.S. qualified defined benefit plan and certain international plans have investment committees that are responsible for formulating investment policies, developing manager guidelines and objectives and approving and managing qualified advisors and investment managers. The guidelines established for each of the plans define permitted investments within each asset class and apply certain restrictions such as limits on concentrated holdings in order to meet overall investment objectives.

Pension obligations and the related costs are determined using actuarial valuations that involve several assumptions. The return on assets assumption reflects the average rate of return expected on funds invested or to be invested to provide for the benefits included in the projected benefit obligation. In determining the return on assets assumption, we consider the relative weighting of plan assets, the historical performance of total plan assets and individual asset

classes and economic and other indicators of future performance. Asset management objectives include maintaining an adequate level of diversification to reduce interest rate and market risk and to provide adequate liquidity to meet immediate and future benefit payment requirements.

In determining our U.S. pension expense for 2014, we assumed an average rate of return on U.S. pension assets of approximately 8.4% measured over a planning horizon with reasonable and acceptable levels of risk. The rate of return assumed an average of 60% in equity securities, 30% in fixed income securities and 10% in other securities. In determining our non-U.S. pension expense for 2014, we assumed an average rate of return on non-U.S. pension assets of approximately 4.1% measured over a planning horizon with reasonable and acceptable levels of risk. The rate of return assumed an average asset allocation of 40% in equity securities and 60% in fixed income securities.
The weighted average asset allocations by asset category for the pension plans as of September 27, 2014 and September 28, 2013 are as follows:

	U.S. Plans					Non-U.S. Plans				
	Target	2014 Actual		2013 Actual		Target	2014 Actual		2013 Actual	
Asset category:										
Equity	45%-70%	54	%	60	%	40%-60%	30	%	30	%
Debt	20%-35%	34	%	30	%	40%-60%	41	%	43	%
Real estate and other	10%-20%	12	%	10	%	0%-30%	28	%	27	%

The following tables present the consolidated plan assets using the fair value hierarchy, which is described in Note 9 - Fair Value, as of September 27, 2014 and September 28, 2013.

U.S. Plans, September 27, 2014	Level 1	Level 2	Level 3	Total
Shares of registered investment companies:				
Non-investment grade	$66,201	$—	$—	$66,201
Other	7,442	—	—	7,442
Fixed income funds:				
U.S. Government obligations	—	47,275	—	47,275
Corporate and other	—	82,850	—	82,850
Employer securities	78,874	—	—	78,874
Interest in common collective trusts	—	153,183	—	153,183
Money market funds	—	46,135	—	46,135
Limited partnerships	—	—	81,342	81,342
Insurance contracts and other	—	—	22,375	22,375
Fair value	$152,517	$329,443	$103,717	$585,677

Non-U.S. Plans, September 27, 2014	Level 1	Level 2	Level 3	Total
Shares of registered investment companies	$—	$32,819	$—	$32,819
Domestic equity	6,731	195	—	6,926
International equity	8,730	—	—	8,730
Fixed income funds	4,976	35,774	—	40,750
Cash and cash equivalents	85	497	—	582
Insurance contracts and other	—	764	30,183	30,947
Fair value	$20,522	$70,049	$30,183	$120,754

U.S. Plans, September 28, 2013	Level 1	Level 2	Level 3	Total
Shares of registered investment companies:				
Non-investment grade	$61,133	$—	$—	$61,133
Real assets	17,916	—	—	17,916
Other	16,487	—	—	16,487
Fixed income funds:				
U.S. Government obligations	—	40,173	—	40,173
Corporate and other	—	27,418	—	27,418
Employer securities	67,163	—	—	67,163
Interest in common collective trusts	—	152,355	—	152,355
Money market funds	—	23,938	—	23,938
Cash and cash equivalents	68	—	—	68
Limited partnerships	—	—	71,072	71,072
Insurance contracts and other	—	—	21,195	21,195
Fair value	$162,767	$243,884	$92,267	$498,918

Non-U.S. Plans, September 28, 2013	Level 1	Level 2	Level 3	Total
Shares of registered investment companies	$—	$26,520	$—	$26,520
Domestic equity	4,493	169	—	4,662
International equity	9,784	—	—	9,784
Fixed income funds	4,430	23,658	—	28,088
Cash and cash equivalents	96	3,107	—	3,203
Insurance contracts and other	—	548	25,820	26,368
Fair value	$18,803	$54,002	$25,820	$98,625

The following is a roll forward of the consolidated plan assets classified as Level 3 within the fair value hierarchy:

	U.S. Plans	Non-U.S. Plans	Total
Balance at September 29, 2012	$13,604	$ 19,852	$33,456
Return on assets	7,653	3,670	11,323
Purchases from contributions to Plans	81,045	2,229	83,274
Proceeds from sales of investments	(3,000)	—	(3,000)
Settlements paid in cash	(7,035)	(164)	(7,199)
Foreign currency translation	—	233	233
Balance at September 28, 2013	92,267	25,820	118,087
Return on assets	8,852	4,689	13,541
Purchases from contributions to Plans	14,426	2,086	16,512
Proceeds from sales of investments	(3,511)	—	(3,511)
Settlements paid in cash	(8,317)	(250)	(8,567)
Foreign currency translation	—	(2,162)	(2,162)
Balance at September 27, 2014	$103,717	$ 30,183	$133,900

The valuation methodologies used for pension plan assets measured at fair value have not changed in the past two years. Cash and cash equivalents consist of direct cash holdings and institutional short-term investment vehicles. Direct cash holdings are valued at cost, which approximates fair value. Institutional short-term investment vehicles are valued daily. Investments in U.S. Government obligations are valued by a pricing service based upon closing market prices at year end. Shares of registered investment companies are valued at net asset value of shares held by the plan at year end. Common stocks traded on national exchanges are valued at the last reported sales price. Investments denominated in foreign currencies are translated into U.S. dollars using the last reported exchange rate. Fixed income funds are valued using methods, such as dealer quotes, available trade information, spreads, bids and offers provided by a pricing vendor. Investments in limited partnerships are valued based on the net asset value of our share in the fair value of the investments at year end. The limited partnerships have unfunded commitments of $20,743 at September 27, 2014. Common collective trust funds consist of pools of investments used by institutional investors to obtain exposure to equity and fixed income markets. Common collective trust funds held by us invest primarily in investment grade fixed income securities, common stock and real property assets. The common collective trusts have no unfunded commitments at September 27, 2014, and there are no significant restrictions on redemptions. Shares held in common collective trust funds are reported at the net unit value of units held by the trust at year end. The unit value is determined by the total value of fund assets divided by the total number of units of the fund owned. Investments in insurance contracts are valued at contract value, which is the fair value of the underlying investment of the insurance company. Securities or other assets for which market quotations are not readily available or for which market quotations do not represent the value at the time of pricing (including certain illiquid securities) are fair valued in accordance with procedures established under the supervision and responsibility of the Custodian of that investment.

Such procedures may include the use of independent pricing services or affiliated advisor pricing, which use prices based upon yields or prices of securities of comparable quality, coupon, maturity and type, indications as to values from dealers, operating data and general market conditions.

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

Pension expense for all plans, including costs for various defined contribution plans, is as follows:

	U.S. Plans			Non-U.S. Plans		
	2014	2013	2012	2014	2013	2012
Service cost	$21,571	$26,856	$23,347	$5,533	$4,874	$4,046
Interest cost	33,354	28,818	29,786	5,984	5,750	5,864
Expected return on plan assets	(43,374)	(41,340)	(41,970)	(4,487)	(3,789)	(3,832)
Amortization of prior service cost (credit)	149	8	9	(57)	(51)	(62)
Amortization of actuarial loss	16,346	27,604	17,024	1,398	1,589	875
Settlement loss	37	—	—	—	245	—
Pension expense for defined benefit plans	28,083	41,946	28,196	8,371	8,618	6,891
Pension expense for defined contribution plans	13,196	11,223	9,114	6,458	5,672	5,105
Total pension expense	$41,279	$53,169	$37,310	$14,829	$14,290	$11,996

The estimated net prior service cost and net actuarial loss that will be amortized from accumulated other comprehensive loss into net periodic benefit cost for pension plans in 2015 are $92 and $24,782, respectively.

Benefits expected to be paid to the participants of the plans are:

	U.S. Plans	Non-U.S. Plans
2015	$24,970	$5,830
2016	27,335	5,796
2017	30,149	5,998
2018	32,756	6,062
2019	35,500	6,670
Five years thereafter	227,600	39,578

We presently anticipate contributing approximately $52,500 to the U.S. plans and $9,000 to the non-U.S. plans in 2015.

We provide postretirement health care benefits to certain domestic retirees, who were hired prior to October 1, 1989. There are no plan assets. The transition obligation was being expensed over 20 years and was fully amortized in 2013. The changes in the accumulated benefit obligation of this unfunded plan for 2014 and 2013 are shown in the following table:

	September 27, 2014	September 28, 2013
Change in Accumulated Postretirement Benefit Obligation (APBO):		
APBO at prior year measurement date	$14,370	$17,456
Service cost	225	292
Interest cost	624	549
Contributions by plan participants	1,725	1,550
Benefits paid	(2,513)	(2,617)
Actuarial losses (gains)	900	(2,860)
APBO at measurement date	$15,331	$14,370
Funded status	$(15,331)	$(14,370)
Accrued postretirement benefit liability	$15,331	$14,370
Amount recognized in accumulated other comprehensive loss, before taxes:		
Actuarial gains	(2,303)	(3,464)
Amount recognized in accumulated other comprehensive loss, before taxes	$(2,303)	$(3,464)

The cost of the postretirement benefit plan is as follows:

	2014	2013	2012
Service cost	$225	$292	$330
Interest cost	624	549	785
Amortization of transition obligation	—	361	394
Amortization of actuarial gain	(261)	—	—
Net periodic postretirement benefit cost	$588	$1,202	$1,509

As of the measurement date, the assumed discount rate used in the accounting for the postretirement benefit obligation was 3.9% in 2014, 4.5% in 2013 and 3.3% in 2012. As of the measurement date, the assumed discount rate used in the accounting for the net periodic postretirement benefit cost was 4.5% in 2014, 3.3% in 2013 and 4.5% in 2012.

For measurement purposes, a 7.2%, 6.7% and 7.5% annual per capita rate of increase of medical and drug costs before age 65, medical costs after age 65 and drug costs after age 65, respectively, were assumed for 2015, all gradually decreasing to 4.5% for 2028 and years thereafter. A one percentage point increase in this rate would increase our accumulated postretirement benefit obligation as of the measurement date in 2014 by $515, while a one percentage point decrease in this rate would decrease our accumulated postretirement benefit obligation by $480. There would be no material effect on the total service cost and interest cost components of the net periodic postretirement benefit cost given a one percentage point increase or decrease in this rate.
Employee and management profit sharing reflects a discretionary payment based on our financial performance. Profit share expense was $22,030, $14,950 and $25,100 in 2014, 2013 and 2012, respectively.

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Note 12 - Income Taxes

The reconciliation of the provision for income taxes to the amount computed by applying the U.S. federal statutory tax rate to earnings before income taxes is as follows:

	2014	2013	2012
Earnings before income taxes:			
Domestic	$107,395	$83,962	$120,158
Foreign	111,716	80,559	86,506
Eliminations	(188)	485	2,177
Total	$218,923	$165,006	$208,841
Computed expected tax expense	$76,623	$57,752	$73,094
Increase (decrease) in income taxes resulting from:			
Foreign and R&D tax credits	(1,105)	(3,271)	(1,029)
Foreign tax rates	(13,034)	(10,726)	(11,126)
Export and manufacturing incentives	(1,803)	(3,400)	(2,275)
State taxes, net of federal benefit	2,236	1,921	3,346
Change in valuation allowance for deferred taxes	1,477	2,231	(4,030)
Change in enacted tax rates	(1,160)	—	(1,303)
Other	(2,509)	2	(298)
Income taxes	$60,725	$44,509	$56,379
Effective income tax rate	27.7 %	27.0 %	27.0 %

At September 27, 2014, various subsidiaries had tax benefit carryforwards totaling $39,158. Much of these tax benefit carryforwards do not expire and can be used to reduce current taxes otherwise due on future earnings of those subsidiaries. The change in the valuation allowance relates to tax benefit carryforwards reflecting recent and projected financial performance, tax planning strategies and statutory tax carryforward periods.

No provision has been made for U.S. federal or foreign taxes on that portion of certain foreign subsidiaries' undistributed earnings ($776,664 at September 27, 2014) considered to be permanently reinvested. It is not practicable to determine the amount of tax that would be payable if these amounts were repatriated to the U.S.

The components of income taxes are as follows:

	2014	2013	2012
Current:			
Federal	$25,325	$29,345	$34,361
Foreign	28,074	18,835	20,646
State	2,305	4,545	5,485
Total current	55,704	52,725	60,492
Deferred:			
Federal	5,034	(7,542)	1,239
Foreign	(1,148)	914	(5,014)
State	1,135	(1,588)	(338)
Total deferred	5,021	(8,216)	(4,113)
Income taxes	$60,725	$44,509	$56,379

Realization of deferred tax assets is dependent, in part, upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers projected future taxable income and tax planning strategies in making its assessment of the recoverability of deferred tax assets.

The tax effects of temporary differences that generated deferred tax assets and liabilities are as follows:

	September 27, 2014	September 28, 2013
Deferred tax assets:		
Benefit accruals	$189,420	$164,458
Inventory reserves	31,270	29,873
Tax benefit carryforwards	13,256	14,376
Contract loss reserves not currently deductible	9,943	10,885
Other accrued expenses	18,849	17,249
Total gross deferred tax assets	262,738	236,841
Less valuation allowance	(5,316)	(4,006)
Total net deferred tax assets	257,422	232,835
Deferred tax liabilities:		
Differences in bases and depreciation of property, plant and equipment	164,817	174,743
Pension	70,124	55,157
Other	486	216
Total gross deferred tax liabilities	235,427	230,116
Net deferred tax assets	$21,995	$2,719

Net deferred tax assets and liabilities are included in the balance sheet as follows:

	September 27, 2014	September 28, 2013
Current assets	$92,390	$91,052
Other assets	14,083	16,583
Other accrued liabilities	(547)	(539)
Long-term liabilities	(83,931)	(104,377)
Net deferred tax assets	$21,995	$2,719

We have unrecognized tax benefits which, if ultimately recognized, will reduce our annual effective tax rate. A reconciliation of the total amounts of unrecognized tax benefits, excluding interest and penalties, is as follows:

	September 27, 2014	September 28, 2013
Balance at beginning of year	$1,533	$3,923
Decreases as a result of tax positions for prior years	338	—
Reductions as a result of lapse of statute of limitations	—	(1,969)
Settlement of tax positions	(78)	(421)
Balance at end of year	$1,793	$1,533

We are subject to income taxes in the U.S. and in various states and foreign jurisdictions. Tax regulations within each jurisdiction are subject to the interpretation of the related tax laws and regulations and require the application of significant judgment. With few exceptions, we are no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2011. The statute of limitations in several jurisdictions will expire in the next twelve months and we have no unrecognized tax benefits to be recognized if the statute of limitations expires without the relevant taxing authority examining the applicable returns.

We record interest and penalties related to unrecognized tax benefits in income tax expense. We had accrued interest and penalties of $1,699 and $1,363 at September 27, 2014 and September 28, 2013, respectively. We expensed interest of $348 and $309 for 2014 and 2013, respectively.

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Note 13 - Shareholders’ Equity

Class A and Class B common stock share equally in our earnings and are identical with certain exceptions. Other than on matters relating to the election of directors or as required by law where the holders of Class A and Class B shares vote as separate classes, Class A shares have limited voting rights, with each share of Class A being entitled to one-tenth of a vote on most matters, and each share of Class B being entitled to one vote. Class A shareholders are entitled, subject to certain limitations, to elect at least 25% of the Board of Directors (rounded up to the nearest whole number) with Class B shareholders entitled to elect the balance of the directors. No cash dividend may be paid on Class B shares unless at least an equal cash dividend is paid on Class A shares. Class B shares are convertible at any time into Class A shares on a one-for-one basis at the option of the shareholder. The number of common shares issued reflects conversion of Class B to Class A of 14,471 in 2014, 37,936 in 2013 and 40,549 in 2012.

Class A shares reserved for issuance at September 27, 2014 are as follows:

	Shares
Conversion of Class B to Class A shares	7,652,182
2008 Stock Appreciation Rights Plan	3,395,028
2003 Stock Option Plan	602,288
Class A shares reserved for issuance	11,649,498

We are authorized to issue up to 10,000,000 shares of preferred stock. The Board of Directors may authorize, without further shareholder action, the issuance of additional preferred stock which ranks senior to both classes of our common stock with respect to the payment of dividends and the distribution of assets on liquidation. The preferred stock, when issued, would have such designations relative to voting and conversion rights, preferences, privileges and limitations as determined by the Board of Directors.

Note 14 - Equity-Based Compensation

We have equity-based compensation plans that authorize the issuance of equity-based awards for shares of Class A common stock to directors, officers and key employees. Equity-based compensation grants are designed to reward long-term contributions to Moog and provide incentives for recipients to remain with Moog.

Equity-based compensation expense is based on share-based payment awards that are ultimately expected to vest. Vesting requirements vary for directors, officers and key employees. In general, options and stock appreciation rights (SARs) granted to outside directors vest one year from the date of grant, options granted to officers vest on various schedules, options granted to key employees vest in equal annual increments over a period of five years from the date of grant and SARs granted to officers and key employees vest in equal annual installments over a period of three years from the date of grant.

The fair value of equity-based awards granted was estimated on the date of grant using the Black-Scholes option-pricing model. The following table provides the range of assumptions used to value equity-based awards and the weighted-average fair value of the awards granted.

	2014	2013	2012
Expected volatility	29% - 39%	34% - 40%	40% - 42%
Risk-free rate	.7% - 2.0%	.4% - 1.1%	.5% - 1.4%
Expected dividends	— %	— %	— %
Expected term	3-7 years	3-7 years	3-7 years
Weighted-average fair value of SARs granted	$23.74	$14.10	$16.92

To determine expected volatility, we generally use historical volatility based on weekly closing prices of our Class A common stock over periods that correlate with the expected terms of the awards granted. The risk-free rate is based on the United States Treasury yield curve at the time of grant for the appropriate term of the awards granted. Expected dividends are based on our history and expectation of dividend payouts. The expected term of equity-based awards is based on vesting schedules, expected exercise patterns and contractual terms.

The 2008 Stock Appreciation Rights Plan (2008 Plan) authorizes the issuance of 4,000,000 SARs, which represent the right to receive shares of Class A common stock. The exercise price of the SARs, determined by a committee of the Board of Directors, may not be less than the fair market value of the Class A common stock on the grant date. The number of shares received upon exercise of a SAR is equal in value to the difference between the fair market value of the Class A common stock on the exercise date and the exercise price of the SAR. The term of a SAR may not exceed ten years from the grant date.

The 2003 Stock Option Plan (2003 Plan) authorizes the issuance of options for 1,350,000 shares of Class A common stock. The 1998 Stock Option Plan (1998 Plan) authorizes the issuance of options for 2,025,000 shares of Class A common stock. Under the terms of the plans, options may be either incentive or non-qualified. Options outstanding as of September 27, 2014 consisted of both incentive options and non-qualified options. The exercise price, determined by a committee of the Board of Directors, may not be less than the fair market value of the Class A common stock on the grant date. Options become exercisable over periods not exceeding ten years.

Options and SARs are as follows:

1998 Stock Option Plan	Stock Options/SARs	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at October 1, 2011	306,161	$13.81		
Exercised in 2012	(148,300)	12.07		
Outstanding at September 29, 2012	157,861	15.45		
Exercised in 2013	(107,237)	13.42		
Outstanding at September 28, 2013	50,624	19.74		
Exercised in 2014	(50,624)	19.74		
Outstanding at September 27, 2014	—	$—	0 years	$—
Exercisable at September 27, 2014	—	$—	0 years	$—
2003 Stock Option Plan				
Outstanding at October 1, 2011	1,125,724	$32.98		
Exercised in 2012	(19,852)	28.17		
Expired in 2012	(1,538)	42.45		
Outstanding at September 29, 2012	1,104,334	33.05		
Exercised in 2013	(341,822)	30.20		
Expired in 2013	(20,250)	42.45		
Outstanding at September 28, 2013	742,262	34.11		
Exercised in 2014	(139,974)	32.22		
Outstanding at September 27, 2014	602,288	$34.55	1.8 years	$20,507
Exercisable at September 27, 2014	473,227	$35.63	1.9 years	$15,604
Total Stock Option Plans				
Outstanding at September 27, 2014	602,288	$34.55		
Exercisable at September 27, 2014	473,227	$35.63		
2008 Stock Appreciation Rights Plan				
Outstanding at October 1, 2011	1,116,708	$34.26		
Granted in 2012	408,000	41.82		
Exercised in 2012	(56,543)	32.62		
Outstanding at September 29, 2012	1,468,165	36.43		
Granted in 2013	460,791	36.41		
Exercised in 2013	(235,715)	33.71		
Outstanding at September 28, 2013	1,693,241	36.80		
Granted in 2014	233,000	61.69		
Exercised in 2014	(298,213)	35.66		
Forfeited in 2014	(4,000)	39.12		
Outstanding at September 27, 2014	1,624,028	$40.57	6.3 years	$45,516
Exercisable at September 27, 2014	1,061,406	$37.44	5.2 years	$33,077

The aggregate intrinsic value in the preceding tables represents the total pre-tax intrinsic value, based on our closing price of Class A common stock of $68.60 as of September 27, 2014. That value would have been effectively received by the option and SAR holders had all option and SAR holders exercised their options and SARs as of that date.

The intrinsic value of awards exercised and fair value of awards vested are as follows:

	2014	2013	2012
1998 Stock Option Plan			
Intrinsic value of options exercised	$2,134	$2,585	$4,254
Total fair value of options vested	$28	$27	$27
2003 Stock Option Plan			
Intrinsic value of options exercised	$4,843	$6,199	$227
Total fair value of options vested	$981	$399	$376
2008 Stock Appreciation Rights Plan			
Intrinsic value of SARs exercised	$9,534	$3,368	$437
Total fair value of SARs vested	$7,633	$5,199	$4,563

As of September 27, 2014, total unvested compensation expense associated with stock options amounted to $159 and will be recognized over a weighted-average period of one year, and total unvested compensation expense associated with SARs amounted to $2,450 and will be recognized over a weighted-average period of two years.

Note 15 - Stock Employee Compensation Trust

We have a Stock Employee Compensation Trust ("SECT") to assist in administering and to provide funding for employee stock plans and benefit programs, including the RSP. The shares in the SECT are not considered outstanding for purposes of calculating earnings per share. However, in accordance with the trust agreement governing the SECT, the SECT trustee votes all shares held by the SECT on all matters submitted to shareholders.

Note 16 - Accumulated Other Comprehensive Income (Loss)

The changes in AOCI, net of tax, by component are as follows:

	Accumulated foreign currency translation	Accumulated retirement liability	Accumulated gain (loss) on derivatives	Total
AOCI at September 29, 2012	$33,493	$(280,424)	$220	$(246,711)
Other comprehensive income (loss) before reclassifications	7,079	88,274	(1,110)	94,243
Amounts reclassified from AOCI	—	18,455	(145)	18,310
Other comprehensive income (loss)	7,079	106,729	(1,255)	112,553
AOCI at September 28, 2013	40,572	(173,695)	(1,035)	(134,158)
Other comprehensive income (loss) before reclassifications	(31,318)	(53,224)	(1,377)	(85,919)
Amounts reclassified from AOCI	—	11,935	1,304	13,239
Other comprehensive income (loss)	(31,318)	(41,289)	(73)	(72,680)
AOCI at September 27, 2014	$9,254	$(214,984)	$(1,108)	$(206,838)

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The amounts reclassified from AOCI into earnings are as follows:

	Statement of earnings classification	2014	2013
Retirement liability:			
Prior service cost (credit)		$(285)	$(346)
Transition obligation		—	361
Actuarial losses		18,634	29,412
Reclassification from AOCI into earnings		18,349	29,427
Tax effect		(6,414)	(10,972)
Net reclassification from AOCI into earnings - expense (income)		$11,935	$18,455
Derivatives:			
Foreign currency forwards	Sales	$(192)	$(23)
Foreign currency forwards	Cost of sales	1,751	(361)
Interest rate swaps	Interest	655	167
Reclassification from AOCI into earnings		2,214	(217)
Tax effect		(910)	72
Net reclassification from AOCI into earnings - expense (income)		$1,304	$(145)

The amounts deferred in AOCI related to derivatives are as follows:

	Statement of earnings classification	Net deferral in AOCI of derivatives - effective portion	
		2014	2013
Retirement liability:			
Net actuarial gain (loss) during period		$(82,237)	$141,806
Tax effect		29,013	(53,532)
Net deferral in AOCI of retirement liability		$(53,224)	$88,274
Derivatives:			
Foreign currency forwards	Sales	$3	$182
Foreign currency forwards	Cost of sales	(1,797)	(1,833)
Interest rate swaps	Interest	(422)	(286)
Net gain (loss)		(2,216)	(1,937)
Tax effect		839	827
Net deferral in AOCI of derivatives		$(1,377)	$(1,110)

Note 17 - Segments
Aircraft Controls. We design, manufacture and integrate primary and secondary flight controls for military and commercial aircraft and provide aftermarket support. Our systems are used on both development and production programs in large commercial transports, supersonic fighters, multi-role military aircraft, business jets and rotorcraft. We also supply ground-based navigation aids.
We are currently working on the KC-46 military air refueling tanker on the military side, and the Airbus A350XWB, COMAC C919, the Bell 525 Helicopter and the Embraer E-Jet E2 family on the commercial side. Typically development programs require concentrated periods of research and development by our engineering teams, while production programs are generally long-term manufacturing efforts that extend for as long as the aircraft builder receives new orders.
In the past few years, a number of significant programs have begun to transition from the development phase to initial low-rate production, including the Lockheed Martin F-35 Joint Strike Fighter on the military side, and the Boeing 787, Gulfstream G650 and G280 on the commercial side. In terms of mature production programs, our large military programs include the F/A-18E/F Super Hornet, the V-22 Osprey tiltrotor and the Black Hawk UH-60/Seahawk SH-60 helicopter, while our large commercial production programs include the full line of Boeing 7-series aircraft, Airbus A330 and A380 and a variety of business jets.
Aftermarket sales, which represented 32%, 32% and 34% of 2014, 2013 and 2012 sales, respectively, for this segment consist of the maintenance, repair, overhaul and parts supply for both military and commercial aircraft. Further, we sell spare parts and line replaceable units to both military and commercial customers that they store throughout the world in order to minimize down time.
Space and Defense Controls. We provide controls for satellites, space vehicles, launch vehicles, armored combat vehicles, tactical and strategic missiles, security and surveillance and other defense applications.
Within our space market, we design, manufacture and integrate commercial and military satellite positioning controls. These propulsion and actuation systems and the components control attitude, orbit insertion, solar panels and antennas. We also design, manufacture and integrate steering and propulsion controls for space launch vehicles, such as the Atlas, Delta, Antares and Ariane platforms. Additionally, we design and manufacture spaceflight electronics and software. We are also developing new control products and systems for a variety of programs related to manned spaceflight including: NASA's new Space Launch System, Multi-Purpose Crew Vehicle and Soft Capture System.
Within our defense market, we design controls for gun aiming, stabilization and automatic ammunition loading for armored combat vehicles for a variety of domestic and international customers. We also design controls for steering tactical and strategic missiles including: Lockheed Martin's Hellfire®, the U.S. National Missile Defense Agency's Ballistic Missile Defense initiatives and Raytheon's TOW and Trident missiles. We also design, build and integrate weapons stores management systems for light attack aerial reconnaissance, ground and sea platforms, as well as build high power, quiet controls for naval surface ship and submarine applications such as the US Virginia Class. Our sensor and surveillance systems products are used in both military and commercial applications such as electrical grid and other critical infrastructure protection applications.
Industrial Systems. Our Industrial Systems segment serves a global customer base across a variety of markets.
In the industrial automation market, we design manufacture and integrate systems for industrial automation customers for applications in injection and blow molding machinery, metal forming presses and heavy industry customers in steel and aluminum production. Our systems allow for precise controls of critical parameters in the industrial process, using both hydraulic and electric technology. Other industrial automation markets we serve include material handling and paper and lumber mills.
In the energy market, we supply solutions for power generation applications which allow for precise control and greater safety of fuel metering and guide vane positioning on steam and gas turbines. We also design and manufacture high reliability systems and components for applications in oil and gas exploration and production, including downhole drilling, topside and subsea environments, as well as electric pitch controls and blade monitoring systems for wind turbines.
In the simulation and test market, we supply electromechanical motion simulation bases for the flight simulation and training markets, as well as medical training simulators. For the test markets, we supply custom test systems and

controls for automotive, structural and fatigue testing.

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Components. Our Components segment serves many of the same markets as our other segments. Our Components segment's three largest product categories are slip rings, fiber optic rotary joints and motors.

Slip rings and fiber optic rotary joints use sliding contacts and optical technology to allow unimpeded rotation while delivering power and data through a rotating interface. They come in a range of sizes that allow them to be used in many applications, including diagnostic imaging CT scan medical equipment, blade de-icing and data transfer for rotorcraft, remotely operated vehicles and floating platforms for offshore oil exploration, surveillance cameras, forward-looking infrared camera installations and radar pedestals, satellites, missiles and wind turbines.

Our motors are used in an equally broad range of markets, many of which are the same as for slip rings. We design and manufacture a series of fractional horsepower brushless motors that provide extremely low acoustic noise and reliable long life operation, with the largest market being sleep apnea equipment. Industrial customers use our motors for material handling and electric pumps. Military programs use our motors for gimbals, missiles and radar pedestals.

Our Components' segment's other product lines include electromechanical actuators for military, aerospace and commercial applications, fiber optic modems that provide electrical-to-optical conversion of communication and data signals, avionic instrumentation, subsea navigation and control systems, acoustic sensors and sonars for energy and marine applications including remotely-operated underwater vehicles, and optical switches and resolvers.

Medical Devices. Our Medical Devices segment operates within four areas: infusion therapy, enteral clinical nutrition, sensors and surgical hand pieces.

We manufacture and distribute a complete line of portable pumps, stationary pumps and disposable sets that are used in the delivery of enteral nutrition for patients in their own homes, hospitals and long-term care facilities.

For infusion therapy, our primary products are electronic ambulatory infusion pumps along with the associated administration sets. Applications of these products include hydration, nutrition, patient-controlled analgesia, local anesthesia, chemotherapy and antibiotics.

We manufacture and distribute ultrasonic and optical sensors used to detect air bubbles in infusion pump lines and ensure accurate fluid delivery. Our surgical hand pieces are used to safely fragment and aspirate tissue in common medical procedures such as cataract removal.

Segment information and reconciliations to consolidated amounts are as follows:

	2014		2013		2012	
Net sales:						
Aircraft Controls	$1,117,656		$1,059,587		$963,421	
Space and Defense Controls	394,505		395,945		358,755	
Industrial Systems	590,971		592,112		633,713	
Components	425,129		415,428		374,081	
Medical Devices	120,124		147,239		139,566	
Net sales	$2,648,385		$2,610,311		$2,469,536	
Operating profit (loss) and margins:						
Aircraft Controls	$115,726		$126,751		$104,582	
	10.4	%	12.0	%	10.9	%
Space and Defense Controls	26,119		25,350		42,854	
	6.6	%	6.4	%	11.9	%
Industrial Systems	58,108		42,254		63,243	
	9.8	%	7.1	%	10.0	%
Components	65,150		68,731		57,303	
	15.3	%	16.5	%	15.3	%
Medical Devices	10,614		(35,542	)	5,443	
	8.8	%	(24.1	%)	3.9	%
Total operating profit	275,717		227,544		273,425	
	10.4	%	8.7	%	11.1	%
Deductions from operating profit:						
Interest expense	12,513		26,962		34,312	
Equity-based compensation expense	7,189		6,620		6,226	
Corporate and other expenses, net	37,092		28,956		24,046	
Earnings before income taxes	$218,923		$165,006		$208,841	
Depreciation and amortization:						
Aircraft Controls	$49,021		$45,547		$42,774	
Space and Defense Controls	15,735		15,470		11,996	
Industrial Systems	23,170		22,703		23,408	
Components	12,540		11,735		9,123	
Medical Devices	6,927		10,269		11,101	
Corporate	1,866		2,349		2,414	
Total depreciation and amortization	$109,259		$108,073		$100,816	
Identifiable assets:						
Aircraft Controls	$1,257,099		$1,268,753		$1,194,742	
Space and Defense Controls	480,806		514,260		423,838	
Industrial Systems	648,580		675,115		691,636	
Components	492,038		486,421		457,254	
Medical Devices	165,289		189,669		234,431	
Corporate	164,640		102,877		104,006	
Total assets	$3,208,452		$3,237,095		$3,105,907	

	2014	2013	2012
Capital expenditures:			
Aircraft Controls	$45,243	$49,859	$67,507
Space and Defense Controls	8,992	14,401	10,270
Industrial Systems	12,459	14,230	16,525
Components	9,018	8,166	7,071
Medical Devices	2,798	3,659	2,398
Corporate	261	2,859	3,259
Total capital expenditures	$78,771	$93,174	$107,030

Operating profit is net sales less cost of sales and other operating expenses, excluding interest expense, equity-based compensation expense and other corporate expenses. Cost of sales and other operating expenses are directly identifiable to the respective segment or allocated on the basis of sales, manpower or profit.

Sales, based on the customer's location, and property, plant and equipment by geographic area are as follows:

	2014	2013	2012
Net sales:			
United States	$1,552,498	$1,540,096	$1,363,892
Germany	205,005	199,800	210,842
United Kingdom	133,777	123,004	117,336
Other	757,105	747,411	777,466
Net sales	$2,648,385	$2,610,311	$2,469,536
Property, plant and equipment, net:			
United States	$312,790	$322,282	$310,390
United Kingdom	74,111	62,105	58,329
Philippines	72,602	75,087	68,993
Other	95,845	102,889	108,467
Property, plant and equipment, net	$555,348	$562,363	$546,179

Sales to Boeing were $431,148, $366,972 and $263,060, or 16%, 14% and 11% of sales, in 2014, 2013 and 2012, respectively, including sales to Boeing Commercial Airplanes of $243,114, $195,100 and $131,318 in 2014, 2013 and 2012, respectively. Sales arising from U.S. Government prime or sub-contracts, including military sales to Boeing, were $763,004, $807,728 and $737,980 in 2014, 2013 and 2012, respectively. Sales to Boeing and the U.S. Government and its prime- or sub-contractors are made primarily from our Aircraft Controls and Space and Defense Controls segments.

Note 18 - Commitments and Contingencies
From time to time, we are involved in legal proceedings. We are not a party to any pending legal proceedings which management believes will result in a material adverse effect on our financial condition, results of operations or cash flows.
We are engaged in administrative proceedings with governmental agencies and legal proceedings with governmental agencies and other third parties in the normal course of our business, including litigation under Superfund laws, regarding environmental matters. We believe that adequate reserves have been established for our share of the estimated cost for all currently pending environmental administrative or legal proceedings and do not expect that these environmental matters will have a material adverse effect on our financial condition, results of operations or cash flows.

In the ordinary course of business we could be subject to ongoing claims or disputes from our customers, the ultimate settlement of which could have a material adverse impact on our consolidated results of operations. While the receivables and any loss provisions recorded to date reflect management's best estimate of the projected costs to complete a given project, there is still significant effort required to complete the ultimate deliverable. Future variability in internal cost and as well as future profitability is dependent upon a number of factors including deliveries, performance and government budgetary pressures. The inability to achieve a satisfactory contractual solution, further unplanned delays, additional developmental cost growth or variations in any of the estimates used in the existing contract analysis could lead to further loss provisions. Additional losses could have a material adverse impact on our financial condition, results of operations or cash flows in the period in which the loss may be recognized.
We lease certain facilities and equipment under operating lease arrangements. These arrangements may include fair market renewal or purchase options. Rent expense under operating leases amounted to $26,238 in 2014, $28,070 in 2013 and $26,518 in 2012. Future minimum rental payments required under non-cancellable operating leases are $21,886 in 2015, $19,167 in 2016, $14,803 in 2017, $11,977 in 2018, $9,716 in 2019 and $43,303 thereafter.
We are contingently liable for $14,335 of standby letters of credit issued by a bank to third parties on our behalf at September 27, 2014. Purchase commitments outstanding at September 27, 2014 are $517,692, including $19,257 for property, plant and equipment.

Note 19 - Quarterly Data - Unaudited

2014	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.	Total
Net sales	$643,385	$649,878	$683,698	$671,424	$2,648,385
Gross profit	199,309	196,818	202,267	199,182	797,576
Net earnings	32,097	37,725	48,122	40,254	158,198
Net earnings per share:					
Basic	$0.71	$0.83	$1.09	$0.94	$3.57
Diluted	$0.70	$0.82	$1.08	$0.93	$3.52

2013	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.	Total
Net sales	$620,803	$643,023	$670,632	$675,853	$2,610,311
Gross profit	192,700	197,423	198,269	195,358	783,750
Net earnings	34,118	36,527	34,227	15,625	120,497
Net earnings per share:					
Basic	$0.75	$0.81	$0.76	$0.34	$2.66
Diluted	$0.75	$0.80	$0.75	$0.34	$2.63

Note: Quarterly amounts may not add to the total due to rounding.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Moog Inc.

We have audited the accompanying consolidated balance sheets of Moog Inc. as of September 27, 2014 and September 28, 2013, and the related consolidated statements of earnings, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended September 27, 2014. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Moog Inc. at September 27, 2014 and September 28, 2013, and the consolidated results of its operations and its cash flows for each of the three years in the period ended September 27, 2014, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Moog Inc.'s internal control over financial reporting as of September 27, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated November 10, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP
Buffalo, New York
November 10, 2014

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of September 27, 2014 based upon the framework in Internal Control - Integrated Framework originally issued in 1992 by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation, our management concluded that our internal control over financial reporting is effective as of September 27, 2014.

Ernst & Young LLP, independent registered public accounting firm, has audited our consolidated financial statements included in this Annual Report on Form 10-K and, as part of their audit, has issued their report, included herein, on the effectiveness of our internal control over financial reporting.

/s/ JOHN R. SCANNELL
John R. Scannell
Chief Executive Officer
(Principal Executive Officer)

/s/ DONALD R. FISHBACK
Donald R. Fishback
Vice President,
Chief Financial Officer
(Principal Financial Officer)

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of Moog Inc.

We have audited Moog Inc.'s internal control over financial reporting as of September 27, 2014, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the COSO criteria). Moog Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Moog Inc. maintained, in all material respects, effective internal control over financial reporting as of September 27, 2014, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Moog Inc. as of September 27, 2014 and September 28, 2013 and the related consolidated statements of earnings, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended September 27, 2014 of Moog Inc. and our report dated November 10, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP
Buffalo, New York

November 10, 2014

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Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

Not applicable.

Item 9A. Controls and Procedures.

Disclosure Controls and Procedures.

We carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures are effective as of the end of the period covered by this report, to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Management's Report on Internal Control over Financial Reporting.

See the report appearing under Item 8, Financial Statements and Supplemental Data of this report.

Changes in Internal Control over Financial Reporting.

There have been no changes in our internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

On May 14, 2013, the Committee of Sponsoring Organizations of the Treadway Commission issued an updated version of its Internal Control - Integrated Framework ("2013 Framework"). Originally issued in 1992 ("1992 Framework"), the framework provides principles-based guidance for designing and implementing effective internal controls. The 1992 Framework remains available during the transition period, which extends to December 15, 2014. As of September 27, 2014, we continue to utilize the 1992 Framework.

Item 9B. Other Information.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information required herein with respect to our directors and certain information required herein with respect to our executive officers is incorporated by reference to the 2014 Proxy. Other information required herein is included in Item 1, Business, under "Executive Officers of the Registrant" of this report.

We have adopted a code of ethics that applies to our Chief Executive Officer, Chief Financial Officer and Controller. The code of ethics is available upon request without charge by contacting our Chief Financial Officer at 716-652-2000.

Item 11. Executive Compensation.

The information required herein is incorporated by reference to the 2014 Proxy.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required herein is incorporated by reference to the 2014 Proxy.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required herein is incorporated by reference to the 2014 Proxy.

Item 14. Principal Accountant Fees and Services.

The information required herein is incorporated by reference to the 2014 Proxy.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) Documents filed as part of this report:

1 Financial Statements
- Consolidated Statements of Earnings
- Consolidated Statements of Comprehensive Income
- Consolidated Balance Sheets
- Consolidated Statements of Shareholders' Equity
- Consolidated Statements of Cash Flows
- Notes to Consolidated Financial Statements
- Reports of Independent Registered Public Accounting Firm

2 Financial Statement Schedules
- II. Valuation and Qualifying Accounts.

Schedules other than that listed above are omitted because the conditions requiring their filing do not exist or because the required information is included in the Consolidated Financial Statements, including the Notes thereto.

3 Exhibits

(3) Articles of Incorporation and By-Laws.

(i) Restated Certificate of Incorporation of Moog Inc., incorporated by reference to exhibit 3(i) of our report on Form 10-K for the year ended September 28, 2013.

(ii) Restated By-laws of Moog Inc., dated November 30, 2011, as amended, incorporated by reference to exhibit 3.2 of our report on Form 10-K for the year ended October 1, 2011.

(9) Voting trust agreement.

(a) Agreement as to Voting, effective November 30, 1983. (Filed herewith).

(10) Material contracts.

Credit and Securitization agreements.

(a) Form of Receivables Purchase Agreement, by and among Moog Receivables LLC, as Seller, Moog Inc., as Servicer, Market Street Funding LLC, as Issuer, and PNC Bank, National Association, as Administrator, dated as of March 5, 2012, incorporated by reference to exhibit 10.1 on Form 8-K dated March 9, 2012.

(b) Second Amendment to the Receivables Purchase Agreement, dated March 4, 2013, by and among Moog Receivables LLC, as Seller, Moog Inc., as Servicer, Market Street Funding LLC, as Issuer and PNC Bank, National Association, as Administrator, incorporated by reference to exhibit 10.1 on Form 8-K dated March 6, 2013.

(c) Fifth Amendment to the Receivables Purchase Agreement, dated February 14, 2014, by and among Moog Receivables LLC, as Seller, Moog Inc., as Servicer, Market Street Funding LLC, as Issuer and PNC Bank, National Association, as Administrator, incorporated by reference to exhibit 10.1 on Form 8-K dated February 14, 2014.

(d) Fourth Amended and Restated Loan Agreement between Moog Inc., HSBC Bank USA, National Association, Manufacturers and Traders Trust Company, Bank of America, N.A. and JPMorgan Chase Bank, N.A. dated as of March 28, 2013, incorporated by reference to exhibit 10.1 of our report on Form 8-K dated April 1, 2013.

(e) Amendment No. 1 dated as of May 22, 2014, to the Fourth Amended and Restated Loan Agreement, incorporated by reference to exhibit 10.1 of our report on Form 8-K dated May 22, 2014.

Management contracts or compensatory plan or arrangement.

(f) 1998 Stock Option Plan, incorporated by reference to exhibit A of definitive proxy statement filed under Schedule 14A on January 5, 1998.

(g) 2003 Stock Option Plan, incorporated by reference to exhibit A of definitive proxy statement filed under Schedule 14A on January 9, 2003.

(h) Forms of Stock Option Agreements under the 1998 Stock Option Plan and 2003 Stock Option Plan, incorporated by reference to exhibit 10.12 of our report on Form 10-K for the year ended September 25, 2004.

(i) 2008 Stock Appreciation Rights Plan, incorporated by reference to exhibit A of definitive proxy statement filed under Schedule 14A on December 10, 2007.

(j) Form of Stock Appreciation Rights Award Agreement under 2008 Stock Appreciation Rights Plan, incorporated by reference to exhibit 10.14 of our report on Form 10-K for the year ended September 27, 2008.

(k) First Amendment to the Moog Inc. 2008 Stock Appreciation Rights Plan, incorporated by reference to Appendix A of definitive proxy statement filed under Schedule 14A on December 13, 2012.

(l) Second Amendment to the Moog Inc. 2008 Stock Appreciation Rights Plan, incorporated by reference to Item 8.01 on Form 8-K dated December 26, 2012.

(m) Form of Employment Termination Benefits Agreement between Moog Inc. and Employee-Officers, incorporated by reference to exhibit 10(vii) of our report on Form 10-K for the year ended September 25, 1999.

(n) Deferred Compensation Plan for Directors and Officers, amended and restated May 16, 2002, incorporated by reference to exhibit 10(ii) of our report on Form 10-K for the year ended September 28, 2002.

(o) Form of Indemnification Agreement for officers, directors and key employees, incorporated by reference to exhibit 10.1 of our report on Form 8-K dated November 30, 2004.

(p) Description of Management Profit Sharing Program, incorporated by reference to exhibit 10.1 of our report on Form 10-Q for the quarter ended July 2, 2011.

(q) Supplemental Retirement Plan, as amended and restated, effective December 31, 2008, as amended February 6, 2012, incorporated by reference to exhibit 10.1 of our report on Form 10-Q for the quarter ended December 31, 2011.

Other material contracts.

(r) Moog Inc. Stock Employee Compensation Trust Agreement effective December 2, 2003, incorporated by reference to exhibit 10.1 of our report on Form 10-Q for the quarter ended December 31, 2003.

All of the exhibits listed above have been filed under Moog Inc., Commission file number 1-05129.

(21) Our subsidiaries. (All of which are wholly owned by the Corporation, directly or indirectly, unless otherwise noted.) The names of indirectly owned subsidiaries are indented under the names of their respective parent corporations.

Name	Organized Under the Laws of
Animatics GmbH	Germany
Bradford Engineering B.V.	Netherlands
Broad Reach Engineering Company	Delaware
Octant Technologies Inc.	California
Curlin Medical Inc.	Delaware
Moog MDG SRL	Costa Rica
Viltechmeda UAB	Lithuania
ZEVEX, Inc.	Delaware
Ethox (Beijing) Medical Devices Trading Inc.	People's Republic of China
Eurmotion Ltd.	England and Wales
Harmonic Linear Drives Ltd. (75% owned by Moog Inc.)	England and Wales
Ingenieurburo Pieper GmbH	Germany
MMC Sterilization Services Group, Inc.	Pennsylvania
Mid-America Aviation, Inc.	North Dakota
Moog Asset Management LLC	Delaware
Moog Australia Pty., Ltd.	Australia
Moog Do Brasil Controles Ltda.	Brazil
Moog de Argentina S.R.L.	Argentina
Moog Controls Corp.	Ohio
Moog Controls Hong Kong Ltd.	Hong Kong
Moog Control Systems (Shanghai) Co., Ltd.	People's Republic of China
Moog Industrial Controls (Shanghai) Co., Ltd.	People's Republic of China
Moog Controls (India) Private Ltd.	India
Moog Controls Ltd.	United Kingdom
Fernau Limited	United Kingdom
Moog Fernau Ltd.	United Kingdom
Moog Components Group Limited	United Kingdom
TriTech Holdings Limited	United Kingdom
TriTech International Limited	United Kingdom
Moog Norden AB	Sweden
Moog OY	Finland
Moog Wolverhampton Limited	United Kingdom
Moog Europe Holdings Luxembourg SCS	Luxembourg
Focal Technologies Corporation	Nova Scotia
Moog Holding GmbH & Co. KG	Germany
Insensys Holdings Ltd.	United Kingdom
Moog Insensys Limited	United Kingdom
Moog B.V.	Netherlands
Moog GmbH	Germany
Moog Italiana Srl	Italy
Moog Luxembourg S.A.R.L.	Luxembourg
Moog Unna GmbH	Germany
Moog Control Equipment (Shanghai) Co. Ltd.	People's Republic of China

Obshestwo s Ogranizennoi Otwetstwennostju MOOG	Russia
ProControl AG	Switzerland
Moog Luxembourg Finance S.A.R.L.	Luxembourg

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Moog International Financial Services Center S.a.r.l	Luxembourg
Moog Verwaltungs GmbH	Germany
Moog Holdings Ltd.	Ireland
Moog Dublin Ltd.	Ireland
Moog UK Cheltenham Ltd.	United Kingdom
Moog Holland Aircraft Services B.V.	Netherlands
Moog Ireland Limited	Ireland
Moog Japan Ltd.	Japan
Moog Korea Ltd.	South Korea
Moog Medical Devices Rochester, Inc.	Delaware
Moog Receivables LLC	Delaware
Moog S.A.R.L. (95% owned by Moog Inc.; 5% owned by Moog GmbH)	France
Moog Singapore Pte. Ltd.	Singapore
Moog India Technology Center Pvt. Ltd.	India
Moog Motion Controls Private Limited	India
Moog Techtron Corp.	Florida
Moog UK Westcott Ltd.	United Kingdom

(23) Consent of Ernst & Young LLP. (Filed herewith)

(31.1) Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith)

(31.2) Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (Filed herewith)

(32.1) Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (Furnished herewith)

(101) Interactive Data Files (submitted electronically herewith)

(101.INS) XBRL Instance Document

(101.SCH) XBRL Taxonomy Extension Schema Document

(101.CAL) XBRL Taxonomy Extension Calculation Linkbase Document

(101.DEF) XBRL Taxonomy Extension Definition Linkbase Document

(101.LAB) XBRL Taxonomy Extension Label Linkbase Document

(101.PRE) XBRL Taxonomy Extension Presentation Linkbase Document

In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Annual Report on Form 10-K shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section and shall not be part of any registration or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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Inc.
Valuation and Qualifying Accounts - Fiscal Years 2012, 2013 and 2014

(dollars in thousands) Schedule II

Description	Balance at beginning of year	Additions charged to costs and expenses	Deductions	Acquisitions	Foreign exchange impact and other	Balance at end of year
Fiscal year ended September 29, 2012						
Contract loss reserves	$45,173	$49,120	$47,986	$1,801	$320	$48,428
Allowance for doubtful accounts	4,718	3,936	2,817	—	(83)	5,754
Reserve for inventory valuation	94,470	15,985	14,101	—	165	96,519
Deferred tax valuation allowance	4,106	77	3,235	977	(179)	1,746
Fiscal year ended September 28, 2013						
Contract loss reserves	$48,428	$38,717	$43,567	$638	$12	$44,228
Allowance for doubtful accounts	5,754	1,779	3,006	—	(28)	4,499
Reserve for inventory valuation	96,519	13,848	15,735	—	(186)	94,446
Deferred tax valuation allowance	1,746	2,959	708	—	9	4,006
Fiscal year ended September 27, 2014						
Contract loss reserves	$44,228	$35,692	$43,909	$—	$(27)	$35,984
Allowance for doubtful accounts	4,499	3,192	3,248	—	(102)	4,341
Reserve for inventory valuation	94,446	17,791	12,114	—	(1,576)	98,547
Deferred tax valuation allowance	4,006	1,585	108	—	(167)	5,316

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Moog Inc.
(Registrant)
By /s/ JOHN R. SCANNELL
John R. Scannell

Chief Executive Officer
Date: November 10, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on November 10, 2014.

/s/ JOHN R. SCANNELL
John R. Scannell
Chairman of the Board,
Chief Executive Officer and Director
(Principal Executive Officer)

/s/ WILLIAM G. GISEL, JR.
William G. Gisel, Jr.
Director

/s/ DONALD R. FISHBACK
Donald R. Fishback
Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ PETER J. GUNDERMANN
Peter J. Gundermann
Director

/s/ JENNIFER WALTER
Jennifer Walter
Controller
(Principal Accounting Officer)

/s/ KRAIG H. KAYSER
Kraig H. Kayser
Director

/s/ RICHARD A. AUBRECHT
Richard A. Aubrecht
Director

/s/ BRIAN J. LIPKE
Brian J. Lipke
Director

/s/ ROBERT H. MASKREY
Robert H. Maskrey
Director

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