

MOOG INC
Form DEF 14A
December 20, 2010

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INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

MOOG, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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MOOG INC., EAST AURORA, NEW YORK 14052

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Moog Inc. will be held in the Auditorium of the Albright-Knox Art Gallery, 1285 Elmwood Avenue, Buffalo, New York, on Wednesday, January 12, 2011, at 9:15 a.m., for the following purposes:

1. To elect FOUR directors of the Company, one of whom will be a Class A director elected by the holders of Class A shares to serve a three year term expiring in 2014, one of whom will be a Class A director elected by the holders of Class A shares to serve the remainder of a three year term expiring in 2013, and two of whom will be Class B directors elected by the holders of Class B shares to serve a three-year term expiring in 2014, or until the election and qualification of their successors.
2. To consider and ratify the selection of Ernst & Young LLP, independent registered certified public accountants, as auditors of the Company for the 2011 fiscal year.
3. To consider and transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed the close of business on December 1, 2010 as the record date for determining which shareholders shall be entitled to notice of and to vote at such meeting.

SHAREHOLDERS WHO WILL BE UNABLE TO BE PRESENT PERSONALLY MAY ATTEND THE MEETING BY PROXY. SHAREHOLDERS WHO WILL VOTE BY PROXY ARE REQUESTED TO DATE, SIGN AND RETURN THE ENCLOSED PROXY OR USE THE INTERNET OR TELEPHONE VOTING OPTIONS AS DESCRIBED ON THE PROXY CARD. THE PROXY MAY BE REVOKED AT ANY TIME BEFORE IT IS VOTED.

By Order of the Board of Directors

John B. Drenning, *Secretary*

Dated: East Aurora, New York
December 15, 2010

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD JANUARY 12, 2011:

The enclosed proxy statement is available at <http://www.moog.com/Home/Investors/Proxies> and the enclosed 2010 Annual Report to Shareholders is available at <http://www.moog.com/Home/Investors/Annual Report>.

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**PROXY STATEMENT
FOR THE ANNUAL MEETING OF SHAREHOLDERS OF**

**TO BE HELD IN THE AUDITORIUM OF THE ALBRIGHT-KNOX ART GALLERY
1285 ELMWOOD AVENUE, BUFFALO, NEW YORK
ON JANUARY 12, 2011**

This Proxy Statement is furnished to shareholders of record on December 1, 2010 by the Board of Directors of Moog Inc. (the Company), in connection with the solicitation of proxies for use at the Annual Meeting of Shareholders on Wednesday, January 12, 2011, at 9:15 a.m., and at any adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. This Proxy Statement and accompanying proxy will be mailed to shareholders on or about December 15, 2010.

If the enclosed form of proxy is properly executed and returned, the shares represented thereby will be voted in accordance with the instructions thereon. Unless otherwise specified, the proxy will be deemed to confer authority to vote the shares represented by the proxy FOR Proposal 1, the election of directors and FOR Proposal 2, the ratification of Ernst & Young LLP as independent auditors for the 2011 fiscal year.

Any proxy given pursuant to this solicitation may be revoked by the person giving it insofar as it has not been exercised. Any revocation may be made in person at the meeting, or by submitting a proxy bearing a date subsequent to that on the proxy to be revoked, or by written notification to the Secretary of the Company.

GENERAL

The Board of Directors has fixed the close of business on December 1, 2010 as the record date for determining the holders of common stock entitled to notice of and to vote at the meeting. On December 1, 2010, the Company had outstanding and entitled to vote, a total of 41,310,242 shares of Class A common stock (Class A shares) and 4,488,325 shares of Class B common stock (Class B shares). Holders of a majority of each of the Class A and Class B shares issued and outstanding and entitled to vote, present in person or represented by proxy, will constitute a quorum at the meeting.

Holders of Class A shares are entitled to elect at least 25% of the Board of Directors, rounded up to the nearest whole number, so long as the number of outstanding Class A shares is at least 10% of the number of outstanding shares of both classes of common stock. Currently, the holders of Class A shares are entitled, as a class, to elect three directors of the Company, and the holders of the Class B shares are entitled, as a class, to elect the remaining seven directors. Other than on matters relating to the election of directors or as required by law, where the holders of Class A shares and Class B shares vote as separate classes, the record holder of each outstanding Class A share is entitled to a one-tenth vote per share, and the record holder of each outstanding Class B share is entitled to one vote per share on all matters to be brought before the meeting.

The Class A directors and the Class B directors will be elected by a plurality of the votes cast by the respective class. The ratification of the auditors and other matters submitted to the meeting that would not require a separate class vote by law may be adopted by a majority of the Class A and Class B votes cast in favor or against the proposal, a quorum of holders of 22,899,284 votes of Class A shares and Class B shares being present. Shares held in a brokerage account or by another nominee are considered held in street name by the shareholder. A broker or nominee holding shares for a shareholder in street name may not vote on matters relating to the election of directors unless the broker or nominee receives specific voting instructions from the shareholder. As a result, absent specific instructions, brokers or

nominees may not vote a shareholder's shares on Proposal 1 and such shares will be considered broker non-votes for such proposal. **Therefore, it is particularly important for shareholders holding shares in street name to instruct their brokers as to how they wish to vote their shares.**

In accordance with New York law, abstentions and broker non-votes are not counted in determining the votes cast in favor or against in connection with the ratification of the selection of Ernst & Young LLP as independent auditors of the Company for the 2011 fiscal year. Broker non-votes in connection with the election of one or more nominees for director will not be counted and will have no effect.

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The only persons known by the Company to own beneficially more than five percent of the Class A shares or Class B shares of the Company as of December 1, 2010 are set forth below.

Name and Address of Beneficial Owner	Class A Common Stock		Class B Common Stock (1)	
	Amount and Nature of Beneficial Ownership	Percent of Class	Amount and Nature of Beneficial Ownership	Percent of Class
Fidelity Management and Research 82 Devonshire Street Boston, MA 02109	3,260,648	7.9	0	0
Cramer Rosenthal McGlynn, LLC 520 Madison Avenue New York, NY 10022	2,795,080	6.8	0	0
Columbia Wanger Asset Management 227 W. Monroe Street Chicago, IL 60606	2,364,300	5.7	0	0
BlackRock Inc. 40 East 52nd Street New York, NY 10022	2,054,930	5.0	0	0
Moog Inc. Retirement Savings Plan (2) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	831,564	2.0	1,954,424	43.5
All directors and officers as a group(3) (See Proposal 1 Election of Directors , Particularly footnotes 7 and 17 to the table beginning on page 5)	1,778,668	4.3	254,836	5.7
Moog Family Agreement as to Voting (4) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	148,809	0.4	201,023	4.5
Moog Inc. Employee Retirement Plan (5) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	149,022	0.4	1,001,034	22.3
Moog Stock Employee Compensation Trust (6) c/o Moog Inc. Jamison Rd. East Aurora, NY 14052	0	0	389,650	8.7

- (1) Class B shares are convertible into Class A shares on a share-for-share basis.
- (2) These shares are allocated to individual participants under the Plan and are voted by JPMorgan Chase, New York, New York, the Trustee as of the record date, as directed by the participants to whom such shares are allocated. Any allocated shares as to which voting instructions are not received are voted by the Trustee as directed by the Plan's Investment Committee. As of October 2, 2010, 11,294 of the allocated Class A shares and 61,324 of the allocated Class B shares were allocated to accounts of officers and are included in the share totals in the table on page 5 for all directors and officers as a group.
- (3) See the table and related footnotes appearing on pages 5-8 containing information concerning the shareholdings of directors and officers of the Company.

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- (4) See Moog Family Agreement as to Voting for an explanation as to how the shares shown in the table as beneficially owned are voted. In addition to the shares listed, 122,625 Class A and 95,277 Class B shares owned by Richard A. Aubrecht which are included with All directors and officers as a group are also subject to the Moog Family Agreement as to Voting.
- (5) Shares held are voted by the Trustee, Manufacturers and Traders Trust Company, Buffalo, New York, as directed by the Moog Inc. Retirement Plan Committee.
- (6) The purpose of the Moog SECT is to acquire Class A shares and Class B shares that become available for subsequent use in the Moog Inc. Retirement Savings Plan or other Moog Inc. employee benefit plans. The Trust will terminate on the earlier of (a) the date the Trust no longer holds any assets or (b) a date specified in a written notice given by the Board of Directors to the Trustee. During the 2010 fiscal year, the Moog SECT purchased 26,316 Class B shares from, and sold 60,366 Class B shares to, the Moog Inc. Retirement Savings Plan.

The Trustee of the Moog SECT is G. Wayne Hawk, who resides at 380 Schultz Road, Elma, New York 14059. The Trustee's powers and rights include, among others, the right to retain or sell SECT assets, borrow from the Company upon direction from an administrative committee and enter into related loan agreements, vote or give consent with respect to securities held by the Moog SECT in the Trustee's sole discretion, employ accountants and advisors as may be reasonably necessary, to utilize a custodian to hold, but not manage or invest, assets held by the Moog SECT, and consult with legal counsel.

Moog Family Agreement as to Voting

The Moog Family Agreement as to Voting is an Agreement among certain relatives of the late Jane B. Moog and includes her son-in-law, Richard A. Aubrecht. The Agreement relates to 148,809 Class A shares and 201,023 Class B shares, owned of record or beneficially by members of the Moog family who are party to the Agreement, as well as 122,625 Class A shares and 95,277 Class B shares held by Richard A. Aubrecht. Those relatives who were a party to the Agreement granted an irrevocable proxy covering all or some of that party's shares to a committee which is required to take all action necessary to cause all shares subject to the Agreement to be voted as may be determined by the vote of two-thirds of the committee members. The Agreement contains restrictions on the ability of any party to remove shares of stock from the provisions of the Agreement, to transfer shares or to convert Class B shares to Class A shares. The Agreement continues in force until December 31, 2015, and is automatically renewed thereafter from year to year unless any party to the Agreement gives notice of election to terminate the Agreement.

Section 16 Beneficial Ownership Reporting Compliance

During the 2010 fiscal year, the executive officers and directors of the Company timely filed with the Securities and Exchange Commission the required reports regarding their beneficial ownership of Company securities.

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PROPOSAL 1 ELECTION OF DIRECTORS

The Board of Directors is comprised of two classes of directors, Class A directors and Class B directors, elected by holders of Class A shares and holders of Class B shares, respectively. Within each class of directors there exist three subclasses, such that one of the three subclasses of that class of directors is elected annually to serve a three-year term. Four directors are to be elected at the meeting, of which two are to be Class A directors elected by the holders of the outstanding Class A shares, and two of whom are to be Class B directors elected by the holders of the outstanding Class B shares. One of the Class A nominees and both of the Class B nominees will be elected to hold office until 2014, or until the election and qualification of their successors. The other Class A nominee will be elected to hold office until 2013, or until the election and qualification of his successor, as a result of that nominee filling a vacancy on the Board. The persons named in the enclosed proxy will vote Class A shares for the election of the Class A nominees named on the next page, and Class B shares for the election of the Class B nominees named on the next page, unless the proxy directs otherwise. In the event any of the nominees should be unable to serve as a director, the proxy will be voted in accordance with the best judgment of the person or persons acting under it. It is not expected that any of the nominees will be unable to serve.

Nominees, Directors and Named Executives

Certain information regarding nominees for Class A and Class B directors, as well as those directors whose terms of office continue beyond the date of the 2011 Annual Meeting of Shareholders, and Named Executives, including their beneficial ownership of equity securities as of December 1, 2010, is set forth on the next page. Unless otherwise indicated, each person held various positions with the Company for the past five years and has sole voting and investment power with respect to the securities beneficially owned. Beneficial ownership includes securities which could be acquired pursuant to currently exercisable options or stock appreciation rights, or SARs, or options that become exercisable within 60 days of December 1, 2010.

The Company's current Board members share certain characteristics and skills that are critical to effective board membership, including sound business judgment essential to intelligent and effective decision-making; experience at the policy-making level at a business, government or other relevant organization; relevant educational background; integrity and honesty and the ability to work collaboratively in an effective manner at the board level. Furthermore, board members have specific employment and leadership experiences, knowledge and skills that qualify them to serve on the Board, as are described in their biographies below.

All of the nominees have previously served as directors and have been elected as directors at prior annual meetings.

From January 13, 2010, the date of the Company's most recent annual meeting of shareholders, and until May 31, 2010, our Board of Directors was comprised of eleven directors. On May 31, 2010, however, Robert R. Banta, a member of our Board and a Class A Director whose term expires in 2013, passed away. Mr. Banta had served as a director since 1991. On August 25, 2010, Albert F. Myers, formerly a Class B Director, was appointed to fill the vacancy left after Mr. Banta passed away. The Board of Directors previously voted to eliminate the resulting vacancy among the Class B Directors by reducing the size of the Board of Directors from eleven to ten directors.

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The Board of Directors recommends a vote FOR the election as Directors the Nominees listed below.

	Age	First Elected Director	Shares of Common Stock			Percent of Class
			Class A	Percent of Class	Class B	
Nominees for Class B Director Term Expiring in 2014						
Joe C. Green (1)	69	1986	121,649	*	5,384	*
Robert T. Brady (2)(3)	69	1984	370,474	*	75,492	1.7
Nominee for Class A Director Term Expiring in 2014						
Raymond W. Boushie (4)	70	2004	10,463	*	0	*
Nominee for Class A Director Term Expiring in 2013						
Albert F. Myers (5)	64	1997	32,006	*	0	*
<u>Class B Directors Continuing in Office</u>						
Term Expiring in 2013						
Kraig M. Kayser (6)(7)	50	1998	30,603	*	0	*
Robert H. Maskrey (8)	69	1998	62,309	*	53,534	1.2
Term Expiring in 2012						
Richard A. Aubrecht (9)(10)	66	1980	227,103	*	95,277	2.1
Peter J. Gundermann (11)	48	2009	1,125	*	0	*
John D. Hendrick (12)	72	1994	28,478	*	3,375	*
<u>Class A Directors Continuing in Office</u>						
Term Expiring in 2012						
Brian J. Lipke (13)	59	2003	10,463	*	0	*
<u>Named Executives</u>						
Stephen A. Huckvale (14)	61	n/a	178,832	*	0	*
Warren C. Johnson (15)	51	n/a	140,991	*	0	*
John R. Scannell (16)	47	n/a	76,649	*	846	
All directors and officers as a group (twenty-two persons) (17)			1,778,668	4.3	254,836	5.7

* Does not exceed one percent of class.

- (1) Mr. Green began his career at the Company in 1966. In 1973, Mr. Green was named Vice President Human Resources, and elected Executive Vice President and Chief Administrative Officer in 1988. Before joining the Company, Mr. Green worked for General Motors Institute and served as a Captain in the U.S. Army. Mr. Green received his B.S. from Alfred University in 1962 and completed graduate study in Industrial Psychology at Heidelberg University in Germany. The Company believes Mr. Green's extensive managerial experience and his

in-depth understanding of the Company's operations gained over 40 years as an employee of the Company make him highly qualified to serve as a Director. Mr. Green's beneficial ownership of Class A shares includes 62,382 shares related to options and 18,792 shares related to SARs currently exercisable or which become exercisable within 60 days of December 1, 2010, and includes 7,500 Class A shares pledged as collateral to secure personal indebtedness.

- (2) Mr. Brady has worked at the Company since 1966 in positions that have encompassed finance, production and operations management. In 1976, Mr. Brady was named Vice President and General Manager of the Aerospace Group. He was elected a director in 1984 and became President and CEO in 1988. In 1996, he was elected Chairman of the Board. Prior to joining Moog, Mr. Brady served as an officer in the U.S. Navy. Mr. Brady received his B.S. from the Massachusetts Institute of Technology in 1962 and received his M.B.A. from Harvard Business School in 1966. The Company believes Mr. Brady has demonstrated his ability to lead and grow the Company over 40 years of increased managerial responsibility and long tenure as President and CEO. His in-depth knowledge of the Company's operations, and the industries in which the Company operates, make Mr. Brady highly qualified to serve as a Director. Mr. Brady's beneficial ownership of Class A shares includes 189,000 shares related to options and 24,750 shares related to SARs currently exercisable or which

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become exercisable within 60 days of December 1, 2010, and includes 20,991 Class A and 16,542 Class B shares pledged as collateral to secure personal indebtedness.

- (3) Ann Brady, Mr. Brady's spouse, owns 56,828 Class A shares and 25,747 Class B shares, which are not included in the number reported.
- (4) Mr. Boushie retired in 2005 as President of Crane Co.'s Aerospace & Electronics segment, a position he held since 1999. Previously he was President of Crane's Hydro-Aire operation. Mr. Boushie has a B.A. from Colgate University, an Associate Metallurgy degree from Reynolds Metals Co., and has completed graduate work at the University of Michigan and the Wharton School of Finance at the University of Pennsylvania. The Company believes Mr. Boushie's in-depth understanding of the aerospace industry, evidenced by his past service as President of Crane Co.'s Aerospace & Electronics segment, and his understanding of the preparation and analysis of financial statements, make him highly qualified to serve as a Director. Mr. Boushie's beneficial ownership of Class A shares includes 4,614 shares related to options and 2,625 shares related to SARs currently exercisable or which become exercisable within 60 days of December 1, 2010.
- (5) Mr. Myers has been nominated for election to fill the remainder of the term of the Class A director office expiring in 2013 to which he was appointed by the Board following the vacancy created by the death of Mr. Robert R. Banta. Mr. Myers retired in 2006 as Corporate Vice President of Strategy and Technology for Northrop Grumman Corporation. Formerly Vice President and Treasurer, Mr. Myers joined Northrop in 1981. He received his B.S. and M.S. degrees in Mechanical Engineering from the University of Idaho and a M.S. degree from the Alfred P. Sloan School at the Massachusetts Institute of Technology. The Company believes Mr. Myers' in-depth understanding of the aerospace industry, tenure at Northrop Grumman Corporation and his understanding of the preparation and analysis of financial statements make him highly qualified to serve as a Director. Mr. Myers' beneficial ownership of Class A shares includes 22,633 shares related to options and 2,625 shares related to SARs currently exercisable or which become exercisable within 60 days of December 1, 2010.
- (6) Mr. Kayser is President and Chief Executive Officer of Seneca Foods Corporation headquartered in Pittsford, NY, with annual revenues of over \$1.3 billion. Prior to his promotion in 1993, Mr. Kayser was Seneca Foods' CFO. He received a B.A. from Hamilton College and an M.B.A. from Cornell University. The Company believes Mr. Kayser's financial and business expertise, including an in-depth understanding of the preparation and analysis of financial statements, and experience as President of a large publicly traded corporation, make him highly qualified to serve as a Director. Mr. Kayser's beneficial ownership of Class A shares includes 20,893 shares related to options and 2,625 shares related to SARs currently exercisable or which become exercisable within 60 days of December 1, 2010.
- (7) Does not include 152,000 Class A shares and 80,000 Class B shares held in a Seneca Foods Corporation pension plan for which Mr. Kayser is one of three trustees as well as one of a number of beneficiaries. Also not included are 19,237 Class A shares owned by the Seneca Foods Foundation, of which Mr. Kayser is a director.
- (8) Mr. Maskrey joined the Company in 1964, retiring on October 1, 2005. He served in a variety of engineering capacities and in 1985 became General Manager of the Aircraft Controls Division and, concurrently, a Vice President of the Company. In 1999, he was elected an Executive Vice President and Chief Operating Officer, the position he held at retirement. Mr. Maskrey received his B.S. and M.S. in Mechanical Engineering from the Massachusetts Institute of Technology. The Company believes Mr. Maskrey's extensive managerial experience in various capacities at both the officer and director level, coupled with his in-depth understanding of the Company's business segments, make him highly qualified to serve as a Director. Mr. Maskrey's beneficial ownership of Class A shares includes 4,614 shares related to options and 2,625 shares related to SARs currently exercisable or

which become exercisable within 60 days of December 1, 2010.

- (9) Dr. Aubrecht began his career with the Company in 1969, working in various engineering capacities, going on to serve as Administrative Vice President and Secretary, Chairman of the Board, and in 1996 as Vice Chairman of the Board and Vice President of Strategy and Technology. Dr. Aubrecht

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studied at the Sibley School of Mechanical Engineering at Cornell University where he received his B.S., M.S. and Ph.D. degrees. The Company believes Dr. Aubrecht's extensive technical, management and operating experience gained through his many years of service to the Company make him highly qualified to serve as a Director. Dr. Aubrecht's beneficial ownership of Class A shares includes 85,686 shares related to options and 18,792 shares related to SARs currently exercisable or which become exercisable within 60 days of December 1, 2010.

- (10) Nancy Aubrecht, Dr. Aubrecht's spouse, is the beneficial owner of 43,077 Class A shares and 3,708 Class B shares which are not included in the numbers reported.
- (11) Mr. Gundermann is President and Chief Executive Officer of Astronics Corporation, a publicly traded aerospace and defense company, a position he has held since 2003. Mr. Gundermann has been a director of Astronics since 2000 and has been with Astronics since 1988. Astronics is headquartered in East Aurora, NY, with annual revenues of over \$190 million. He received a B.A. in Applied Mathematics and Economics from Brown University and an M.B.A. from Duke University. The Company believes Mr. Gundermann's in-depth understanding of the aerospace and defense industry and his significant high level management experience as President and Chief Executive Officer of Astronics Corporation, make him highly qualified to serve as a Director. Mr. Gundermann's beneficial ownership of Class A shares includes 1,125 shares related to SARs currently exercisable or which become exercisable within 60 days of December 1, 2010.
- (12) Mr. Hendrick retired in 2001 as Chairman and President of Okuma America, Inc. Mr. Hendrick became President of Okuma America, Inc. in 1989. He received a B.S.M.E. from the University of Pittsburgh and a M.S. from Carnegie Mellon University. The Company believes Mr. Hendrick's extensive financial knowledge, understanding of the preparation and analysis of financial statements, industry knowledge of several of the Company's business segments and high-level management experience as Chairman and President of Okuma America, Inc. make him highly qualified to serve as a Director. Mr. Hendrick's beneficial ownership of Class A shares includes 7,838 shares related to options and 2,625 shares related to SARs currently exercisable or which become exercisable within 60 days of December 1, 2010.
- (13) Mr. Lipke is the Chairman of the Board and Chief Executive Officer of Gibraltar Industries, Inc., headquartered in Buffalo, NY, with annual revenues of approximately \$850 million. Mr. Lipke started his career with Gibraltar in 1972, became President in 1987 and Chairman of the Board in 1999. Mr. Lipke attended the SUNY College of Technology at Alfred and the University of Akron. The Company believes Mr. Lipke's extensive managerial experience at both the officer and director level, reflected by his current tenure as Chairman of the Board and Chief Executive Officer of Gibraltar Industries, Inc., make him highly qualified to serve as a Director. Mr. Lipke's beneficial ownership of Class A shares includes 7,838 shares related to options and 2,625 shares related to SARs currently exercisable or which become exercisable within 60 days of December 1, 2010.
- (14) Dr. Huckvale began his career with the Company in 1980. From 1980 to 1986, Dr. Huckvale served as Engineering Manager of Moog Controls Ltd. In 1986, Dr. Huckvale was named General Manager of the Pacific Group. In 1990, Dr. Huckvale was elected a Vice President of Moog, and in 1995, was named head of the Moog International Group. Prior to joining the Company, Dr. Huckvale worked for Plessy Hydraulics and the Atkins Research and Development Center. Dr. Huckvale received his Ph.D in Mechanical Engineering from the University of Bath in England. Dr. Huckvale's beneficial ownership of Class A shares includes 123,202 shares related to options and 35,875 shares related to SARs currently exercisable or which become exercisable within 60 days of December 1, 2010.
- (15) Mr. Johnson joined the Company in 1983, and was named Chief Engineer of the Aircraft Controls Division in 1991, became General Manager of the Aircraft Group in 1999 and a Vice President in 2000. Mr. Johnson holds

B.S. and M.S. degrees in Mechanical Engineering from The Ohio State University, and in 2004 completed a Sloan Fellows M.B.A. at the Massachusetts Institute of Technology. Mr. Johnson's beneficial ownership of Class A shares includes 73,332 shares related to options and 18,792 shares related to SARs currently exercisable or which become exercisable within 60 days of December 1, 2010.

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(16) Mr. Scannell joined Moog in