

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan UNITED LAUNCH ALLIANCE RETIREMENT PLAN FOR EMPLOYEES IN THE BARGAINING UNITS OF THE SPACE SYSTEMS GROUP	1b Three-digit plan number (PN) ▶ 003
	1c Effective date of plan 05/02/1994
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) UNITED LAUNCH ALLIANCE 9100 E. MINERAL CIR. CENTENNIAL, CO 80112	2b Employer Identification Number (EIN) 81-0673845 2c Sponsor's telephone number 720-922-7100 2d Business code (see instructions) 336410

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	MICHAEL COOPER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") UNITED LAUNCH ALLIANCE 9100 E. MINERAL CIR. CENTENNIAL, CO 80112	3b Administrator's EIN 81-0673845 3c Administrator's telephone number 720-922-7100
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year	5	1625
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	237
b Retired or separated participants receiving benefits.....	6b	434
c Other retired or separated participants entitled to future benefits.....	6c	909
d Subtotal. Add lines 6a , 6b , and 6c	6d	1580
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	46
f Total. Add lines 6d and 6e	6f	1626
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1B 1G

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

Round off amounts to nearest dollar.

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

A Name of plan UNITED LAUNCH ALLIANCE RETIREMENT PLAN FOR EMPLOYEES IN THE BARGAINING UNITS OF THE SPACE SYSTEMS GROUP		B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF UNITED LAUNCH ALLIANCE		D Employer Identification Number (EIN) 81-0673845	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I	Basic Information			
1	Enter the valuation date: Month 01 Day 01 Year 2009			
2	Assets:			
a	Market value	2a	70952977	
b	Actuarial value	2b	78048274	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target	
a	For retired participants and beneficiaries receiving payment	3a	476	27501805
b	For terminated vested participants	3b	917	17558564
c	For active participants:			
(1)	Non-vested benefits	3c(1)		3360425
(2)	Vested benefits	3c(2)		27442269
(3)	Total active	3c(3)	232	30802694
d	Total	3d	1625	75863063
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	6.53 %	
6	Target normal cost	6	1895825	

Statement by Enrolled Actuary

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

<div>SIGN HERE</div>	<div>Signature of actuary</div> <div>BENJAMIN R. BERGESON</div> <div>Type or print name of actuary</div> <div>HEWITT ASSOCIATES LLC</div> <div>Firm name</div> <div>45 SOUTH SEVENTH STREET SUITE 2100 MINNEAPOLIS, MN 55402-1616</div> <div>Address of the firm</div>	<div>09/22/2010</div> <div>Date</div> <div>08-06849</div> <div>Most recent enrollment number</div> <div>612-339-7501</div> <div>Telephone number (including area code)</div>
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	20354733	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	35148	0
9	Amount remaining (Item 7 minus item 8).....	20319585	0
10	Interest on item 9 using prior year's actual return of <u>-28.05</u> %	-5699644	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		15755302
b	Interest on (a) using prior year's effective rate of <u>6.17</u> %		960075
c	Total available at beginning of current plan year to add to prefunding balance		16715377
d	Portion of (c) to be added to prefunding balance.....		2737882
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	14619941	2737882

Part III Funding percentages			
14	Funding target attainment percentage.....	14	80.00 %
15	Adjusted funding target attainment percentage.....	15	102.88 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	108.71 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

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

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 5.32 %	2nd segment: 6.45 %	3rd segment: 6.69 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	1895825
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	1895825
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	1895825	0
36 Additional cash requirement (item 34 minus item 35).....	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	0
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan UNITED LAUNCH ALLIANCE RETIREMENT PLAN FOR EMPLOYEES IN THE BARGAINING UNITS OF THE SPACE SYSTEMS GROUP		B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 UNITED LAUNCH ALLIANCE		D Employer Identification Number (EIN) 81-0673845

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

AFFILIATED COMPUTER SERVICES

51-0310342

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 38	NONE	80261	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DRINKER BIDDLE AND REATH

23-1423089

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	9505	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GRANT THORNTON

36-6055558

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	28518	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HEWITT ASSOCIATES

47-0851756

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 17	NONE	21321	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	NONE	15520	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET RETIREE SERVICES

04-1867445

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	NONE	11162	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WATSON WYATT

52-2211537

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 17	NONE	10065	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

<div>SCHEDULE H</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Financial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
<div>A</div> Name of plan UNITED LAUNCH ALLIANCE RETIREMENT PLAN FOR EMPLOYEES IN THE BARGAINING UNITS OF THE SPACE SYSTEMS GROUP	<div>B</div> Three-digit plan number (PN) ▶	003
<div>C</div> Plan sponsor's name as shown on line 2a of Form 5500 UNITED LAUNCH ALLIANCE	<div>D</div> Employer Identification Number (EIN) 81-0673845	

Part I	Asset and Liability Statement
--------	-------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	11500000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	59818972	81128202
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	71318972	81128202

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	30488	32475
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	30488	32475

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	71288484	81095727
---	-----------	----------	----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

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

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

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

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

(3) Rents	2b(3)		
-----------------	--------------	--	--

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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		12861747
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		12861747

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2784484	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2784484
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	270020	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		270020
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3054504

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		9807243
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

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

(1) Name: GRANT THORNTON

(2) EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>UNITED LAUNCH ALLIANCE RETIREMENT PLAN FOR EMPLOYEES IN THE BARGAINING UNITS OF THE SPACE SYSTEMS GROUP</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED LAUNCH ALLIANCE</u>	D Employer Identification Number (EIN) <u>81-0673845</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-1867445</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☒ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
--	--	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 60% Investment-Grade Debt: 39% High-Yield Debt: _____% Real Estate: _____% Other: 1%

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

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

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

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

**United Launch Alliance
Retirement Plan for Employees
in the Bargaining Units of the
Space Systems Group**

Financial Statements

**As of December 31, 2009 and 2008
and for the Year Ended December 31, 2009**

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Financial Statements

As of December 31, 2009 and 2008, and for the Year Ended December 31, 2009

Contents

Report of Independent Certified Public Accountants	1
Financial Statements	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4



Grant Thornton

Report of Independent Certified Public Accountants

Audit • Tax • Advisory

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The United Launch Alliance Administrative Committee:

We were engaged to audit the accompanying statements of net assets available for benefits of the United Launch Alliance Retirement Plan for Employees in the Bargaining Units of the Space Systems Group (the “Plan”) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan’s management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by State Street Bank & Trust Co., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that State Street Bank & Trust Co. holds the Plan’s investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants and, in our opinion, are presented in compliance with the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

GRANT THORNTON LLP

Denver, Colorado
October 8, 2010

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Statements of Net Assets Available for Benefits

	December 31,	
	2009	2008
Assets:		
Investments:		
Interest in ULA Master Trust, at fair value (Notes 2, 4, 5, and 6)	\$ 81,128,202	\$ 59,818,972
Receivables:		
Employer contribution receivable	-	11,500,000
Total assets	<u>81,128,202</u>	<u>71,318,972</u>
Liabilities:		
Accrued expenses	<u>(32,475)</u>	<u>(30,488)</u>
Net assets available for benefits	<u>\$ 81,095,727</u>	<u>\$ 71,288,484</u>

See accompanying notes to financial statements.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Statement of Changes in Net Assets Available for Benefits

	<u>Year Ended December 31, 2009</u>
Additions to (deductions from) net assets attributed to:	
Plan's interest in ULA Master Trust investment gain (Note 5)	\$ 12,861,747
Benefit payments	(2,784,484)
Administrative expenses	<u>(270,020)</u>
Net increase	9,807,243
Net assets available for benefits at beginning of year	<u>71,288,484</u>
Net assets available for benefits at end of year	<u><u>\$ 81,095,727</u></u>

See accompanying notes to financial statements.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements

1. Plan Description

The following description of the United Launch Alliance Retirement Plan for Employees in the Bargaining Units of the Space Systems Group (the “Plan”) provides only general information. Participants should refer to the Summary Plan Description and Plan Document for a more complete description of the Plan’s provisions.

General

The Plan was originally established effective May 2, 1994 covering bargaining unit employees of the Lockheed Martin Space Systems Group who were covered under several collective bargaining agreements. Pursuant to a Joint Venture Agreement dated as of May 2, 2005, by and between The Boeing Corporation and Lockheed Martin Corporation, United Launch Alliance LLC (the “Company”) assumed sponsorship of the Plan effective December 1, 2006 including assuming the assets and liabilities of the Plan. The Plan was formerly known as the Lockheed Martin Retirement Plan for Employees in the Bargaining Units of the Space Systems Group (065).

The Plan is a noncontributory defined benefit pension plan providing retirement benefits to eligible employees of the Company. Eligible employees are hourly employees of the Company as defined in and covered by the applicable Collective Bargaining Agreements in effect between the Company and the respective Unions. Also, all transferred employees, as defined, pursuant to the Joint Venture Agreement, continued to be eligible for the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Administration

The United Launch Alliance Administrative Committee is responsible for the oversight of the administration and operation of the Plan. The United Launch Alliance Investment Committee establishes, amends and monitors compliance with investment policies, and selects and monitors the trustee, investment managers, and outside investment advisors and consultants to the Plan. The Board of Directors of the Company is responsible for appointing the committees.

State Street Bank and Trust Company (“State Street” or “Trustee”) is the trustee of the United Launch Alliance Master Pension Trust (the “ULA Master Trust”), which is the funding vehicle for the Plan and certain other company sponsored plans.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

1. Plan Description (Continued)

The Plan's operating, investment and administrative expenses are generally charged against Plan assets as provided for in the Plan and Master Trust documents (see Note 2 – *Investments in ULA Master Trust and Income Recognition*).

Benefits

The Plan provides for retirement benefits based on an amount payable at a selected age and in a selected form and is generally based upon the employee's accrued benefit. In general, the monthly benefit amount is calculated as a flat dollar rate determined under the effective collective bargaining agreement, multiplied by the number of years of credited service, as defined in the Plan document, depending on the date of termination or retirement. During 2008, the Plan was amended to increase the multipliers in the benefit formula from \$70 to \$80 for active participants at the Cape and Vandenberg locations, and from \$66 to \$80 for San Diego participants. Normal retirement age is 65. The Plan also provides early retirement benefits at age 55 and other benefits upon meeting certain other conditions. Benefits are payable in the form of a joint and survivor annuity, single life annuity or other optional forms as further described in the Plan Document. Certain death and disability benefits are also available under the Plan if the prescribed criteria are met.

Vesting

Participants become fully vested upon completion of five years of service.

Funding Policy

The Company's funding policy is to contribute annually an amount so as to meet the minimum funding requirements and as recommended by the Plan's actuary. No employee contributions are required or permitted. During 2009 and 2008, the Plan met the minimum funding requirements of ERISA. The Company was not required nor did they make any contributions for the 2009 Plan year. The Company contributed \$18,320,000 for the 2008 Plan year.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

1. Plan Description (Continued)

Termination of the Plan

Although the Company has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions and to terminate the Plan, and it has reserved the right to do so. The rights of all affected participants to benefits accrued upon termination are nonforfeitable. Net assets of the Plan available to provide benefits would be allocated upon termination in accordance with the guidelines prescribed by the Plan and ERISA and its related regulations. If the Plan terminates, certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (“PBGC”), a U.S. governmental agency. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor’s pensions. However, the PBGC does not guarantee all types of benefits under covered plans, and the amount of benefit protection is subject to certain limitations. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan’s net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires estimates to be made that affect the amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. The most significant of these estimates relates to the determination of the accumulated plan benefits and the Plan’s funded status. Actual results could differ from those estimates.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

New Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board (“FASB”) issued guidance under ASC 105, *Generally Accepted Accounting Principles*. This guidance establishes the FASB Accounting Standards Codification (“ASC” or the “Codification”) as the single source of authoritative GAAP for nongovernmental entities, superseding various existing authoritative accounting pronouncements. The Codification establishes one level of authoritative GAAP. All other literature is considered non-authoritative. There were no changes to the Plan’s financial statements due to the implementation of the Codification.

In April 2009, the FASB issued guidance under ASC 820, *Fair Value Measurement and Disclosures*. This guidance emphasizes that the objective of a fair value measurement does not change even when market activity for the asset or liability has decreased significantly. Fair value is the price that would be received for an asset sold or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. When observable transactions or quoted prices are not considered orderly, then little, if any, weight should be assigned to the indication of the asset or liability’s fair value. Adjustments to those transactions or prices should be applied to determine the appropriate fair value. The standard also requires increased disclosures. As shown in Note 6, *Fair Value Measurements*, the guidance was applied prospectively in 2009, and the impact of adoption of this standard was not material to the Plan’s financial statements.

In September 2009, the FASB issued ASC Update 2009-12, *Fair Value Measurements and Disclosures* (Topic 820): *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. This guidance provides a practical expedient for measuring the fair values of Plan investments in a limited number of entities that calculate a net asset value per share (such as hedge funds, private equity funds, funds of funds, and certain collective trusts, and pooled separate accounts). This guidance also provides enhanced disclosure requirements and it became effective for Plan reporting periods ending after December 15, 2009. The adoption did not have a material impact on the Plan’s financial statements.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

Investments in ULA Master Trust and Income Recognition

The fair value of the Plan's interest in the ULA Master Trust is based on the beginning of year value of the Plan's interest in the trust plus actual contributions and allocated investment income (net of investment expenses) less actual distributions and administrative expenses.

The ULA Master Trust assets are valued as follows: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 6, *Fair Value Measurements*).

The change in net appreciation (depreciation) consists of both realized and unrealized gains and losses. Purchases and sales of investments are recorded on the trade date. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions for services rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to: (1) retired or terminated employees or their beneficiaries; (2) beneficiaries of employees who have died; and (3) present employees or their beneficiaries. Benefits for retired, terminated and disabled employees or their beneficiaries are based on each former employee's credited service prior to his or her termination or retirement date. Accumulated plan benefits for active employees are based on each employee's credited service preceding the valuation date. Benefits payable under all circumstances -- retirement, death, disability, and termination of employment -- are deemed included to the extent they are attributable to employee service prior to the valuation date.

The Plan's actuary estimates the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The effect of Plan amendments on accumulated plan benefits is recognized during the year in which such amendments become effective.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

Actuarial Present Value of Accumulated Plan Benefits (Continued)

The Pension Protection Act of 2006, as amended by the Worker, Retiree and Employer Retiree and Employer Recovery Act of 2008 (“The Act”), requires that all single-employer defined benefit plans be fully funded within a seven-year period, beginning in 2008. Some provisions of The Act were effective January 1, 2006; however, most of the new provisions were effective January 1, 2008. The Act replaces the prior rules for funding with a new standard that is based on the Plan’s funded status. Funding must be determined using specified interest rates and mortality sums. Adoption of the new requirements impact the Plan’s liability and required prospective contributions. The Act also imposes certain benefit restrictions for qualified defined benefit plans that do not meet certain funding thresholds. Collectively bargained plans have a delayed effective date for application of the benefit restriction rules which is generally the earlier of (i) the end of an agreement ratified before January 1, 2008 and (ii) January 1, 2010. A plan’s funded percentage is referred to as the Adjusted Funding Target Attainment Percentage (“AFTAP”). The 2009 AFTAP for the Plan is 102.88%. Because the Plan’s AFTAP met the required threshold, the Plan is not subject to any benefit restrictions.

Payment of Benefits

Benefits are recorded when paid.

3. Accumulated Plan Benefits

The present value of accumulated plan benefits, as determined by the actuary is as follows:

	December 31,	
	2009	2008
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 23,934,260	\$ 24,403,032
Current and terminated employees with vested benefits	38,602,189	35,986,939
Total vested benefits	62,536,449	60,389,971
Non-vested benefits	3,156,816	2,942,592
Total actuarial present value of accumulated plan benefits	<u>\$ 65,693,265</u>	<u>\$ 63,332,563</u>

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

3. Accumulated Plan Benefits (Continued)

The following comprises the changes in accumulated plan benefits:

Actuarial present value of accumulated plan benefits as of December 31, 2008	\$ 63,332,563
Increase (decrease) during year attributable to:	
Interest accumulation	4,802,388
Benefit payments	(2,784,484)
Assumption changes	(1,957,271)
Benefit accruals and participant experience	2,300,069
Net change	<u>2,360,702</u>
Actuarial present value of accumulated plan benefits as of December 31, 2009	<u>\$ 65,693,265</u>

Significant actuarial assumptions used in the 2009 and 2008 valuations were (a) life expectancy of participants (RP-2000 Blue Collar table with mortality improvements projected to 2015), (b) assumed retirement age of 61, and (c) an annual discount rate of 8.00% and 7.75% in 2009 and 2008, respectively. The assumption change noted in the table above is primarily due to this discount rate change.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors would be applicable in determining the actuarial present value of accumulated Plan benefits.

4. Information Certified by the Plan's Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election and as requested by the plan administrator, the following information was not subjected to any auditing procedures performed by the Plan's independent certified public accountants except to compare the amounts to the financial statements:

- a. Investments as shown in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2009 and 2008
- b. Investment gain as shown in the accompanying Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2009
- c. Investment information provided in Note 5 as of December 31, 2009 and 2008, and for the year ended December 31, 2009

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

5. ULA Master Trust

The Plan had an interest in the ULA Master Trust as of December 31, 2009 and 2008 of approximately 43.7% and 49.3%, respectively. Each participating Plan has an undivided interest in the ULA Master Trust. Investment income and loss and related investment expenses are allocated to the individual participating plans based upon average monthly balances invested by each Plan.

The condensed statements of net assets for the ULA Master Trust as of December 31, 2009 and 2008 are as follows:

	2009	2008
Assets:		
Investments, at fair value:		
Cash and short-term investments	\$ 3,216,247	\$ 907,336
Common/collective trusts**	97,951,128	89,776,390
Group trusts**	14,764,412	6,776,142
Common stocks	28,417,871	15,586,241
Registered investment companies	38,731,846	7,520,201
Limited partnership/private equity	1,986,509	899,667
Real estate	766,770	-
	<u>185,834,783</u>	<u>121,465,977</u>
Investment income receivable	14,083	9,093
Total assets	<u>185,848,866</u>	<u>121,475,070</u>
Liabilities:		
Accrued investment expenses	(75,314)	(42,848)
Net assets	<u>\$ 185,773,552</u>	<u>\$ 121,432,222</u>

**Certain reclassifications were made in order to conform with the current year presentation.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

5. ULA Master Trust (Continued)

The following presents the net investment income of the ULA Master Trust for the year ended December 31, 2009:

Investment income (expense):	
Interest and dividends	\$ 1,112,736
Net realized and unrealized appreciation in fair value of investments	28,388,297
Investment expense	(468,602)
Total net investment gain	<u>\$ 29,032,431</u>

Investments of the ULA Master Trust appreciated (depreciated) in fair value as follows:

	<u>Year Ended December 31, 2009</u>
Common/collective trusts	\$ 14,250,232
Group trusts	3,507,677
Common stocks	6,565,482
Registered investment companies	4,449,336
Limited partnership	(323,158)
Real estate	(61,272)
	<u>\$ 28,388,297</u>

The following investments represent 5% or more of net assets available for the ULA Master Trust as of December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
SSgA Russell 1000 Index Securities Lending Fund	\$ 60,990,480	\$ 38,053,795
SSgA Long U.S. Government Credit Bond Securities Lending Fund	30,886,538	46,996,311
PIMCO Long-Term Credit Institutional Fund	23,540,244	-*
Alliance International Large Cap Growth Fund	15,191,602	7,520,200
Bernstein International Value All Country Fund	14,764,412	6,776,142

*Not held as of respective year end

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

6. Fair Value Measurements

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

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for investments at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Short-Term Investments: Short-term investments are valued at NAV, which is calculated at a unit price that is not quoted on an active market, and attempts to maintain a \$1 unit price. The unit price is based on the fair value of the underlying investments, which in general are traded on an active market with observable inputs. State Street determines the unit value.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

6. Fair Value Measurements (Continued)

Equities: Common stocks are valued at the closing price reported in the active markets in which the individual security is traded. Domestic and International equity funds (common collective trusts, registered investment companies and group trusts) are valued at the NAV which is based on the fair value of the underlying investments as determined by the respective Fund Manager.

Fixed Income: Both the U.S. Government and Credit Funds (common collective trusts and registered investment companies) are valued at the NAV which is based on the fair value of the underlying investments as determined by the respective Fund Manager.

Real Estate and Private Equity: The REIT fund (common collective trust) is valued at the NAV based on the fair value of the underlying investment as determined by the Fund Manager. Real estate and private equity limited partnerships are all calculated by a third party and is based on fair value of underlying investments and ULA Master Trust's share of the partnership. There is little to no market activity to determine the fair value of the investment and a significant degree of judgment is used in determining values. There are also certain restrictions on the sale of the investments and additional capital calls can be made. During 2009, \$2.34 million of additional capital calls were made by the limited partnership funds.

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

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

6. Fair Value Measurements (Continued)

The following table reflects the investments of the ULA Master Trust that are measured and carried at fair value on a recurring basis as of December 31, 2009:

Asset Category	Level 1	Level 2	Level 3	Total Investments at Fair Value
Short-term investments				
SSgA short-term investment fund ^(a)	\$ -	\$ 3,216,247	\$ -	\$ 3,216,247
Total short-term investments	-	3,216,247	-	3,216,247
Equities				
Domestic				
Common stocks – Luther King Cap Mgmt ^(b)	28,417,871	-	-	28,417,871
SSgA Russell 1000 Index Securities Lending Fund ^(c)	-	60,990,480	-	60,990,480
Total domestic	28,417,871	60,990,480	-	89,408,351
International				
Alliance International Large Cap Growth Fund ^(d)	-	15,191,602	-	15,191,602
Bernstein International Value All Country Fund ^(e)	-	14,764,412	-	14,764,412
Total international	-	29,956,014	-	29,956,014
Total equities	28,417,871	90,946,494	-	119,364,365
Fixed income				
SSgA Long U.S. Government/Credit Bond Index Securities Lending Fund ^(f)	-	30,886,538	-	30,886,538
PIMCO Long-Term Credit Institutional Fund ^(g)	-	23,540,244	-	23,540,244
Total fixed income	-	54,426,782	-	54,426,782
Real estate				
SSgA REIT Index Fund ^(h)	-	6,074,110	-	6,074,110
Blackstone Real Estate Partners Europe III LP ⁽ⁱ⁾	-	-	116,834	116,834
Square Mile Partners III TE LP ⁽ⁱ⁾	-	-	649,936	649,936
Total real estate	-	6,074,110	766,770	6,840,880
Private equity				
Northgate IV, LP ^(k)	-	-	1,986,509	1,986,509
Total private equity	-	-	1,986,509	1,986,509
Total fair market value of the ULA Master Trust	\$ 28,417,871	\$ 154,663,633	\$ 2,753,279	\$ 185,834,783

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

6. Fair Value Measurements (Continued)

- a. The Fund seeks to maximize current income while preserving capital and liquidity through investing in a diversified portfolio of short-term obligations and deposits, including U.S. Treasury and agency obligations, corporate bonds, commercial paper, repurchase agreements, certificates of deposit, bankers' acceptances, time deposits, and floating-rate notes. The maximum maturity of any instrument in the fund is 13 months. The Fund provides for daily redemptions.
- b. At least 90% of the portfolio is comprised of investments in common stocks and other equity securities generally traded on a major U.S. exchange with a minimum market capitalization of \$400 million and a maximum of \$2.5 billion at cost. The portfolio may not have more than 10% of market value in cash or cash equivalent investments.
- c. The Fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Russell 1000 Index over the long-term. The Fund may invest directly or indirectly in securities and other instruments, including in other pooled investment vehicles sponsored or managed by, or otherwise affiliated with the Commingled Fund Trustee. From time to time, withdrawal safeguards (liquidity restrictions) may be placed on the Fund. Certain of these restrictions have been in effect since October 2008.
- d. The Fund invests in stocks in developed markets with a maximum exposure of 20% in emerging markets. The Fund is comprised of 50-70 companies likely to outpace consensus earnings growth, usually due to excellent management and a distinct competitive advantage, at attractive valuations. The expected tracking error is 5%-9% versus the MSCI EAFE Index. The Fund provides for redemptions on the first day of the month and every Friday.
- e. The Fund invests in value-oriented stocks in developed markets. The Fund is allowed to invest up to 20% of portfolio in emerging markets. Country and sector weights are maintained within +/- 15% of the MSCI EAFE Index. The Fund provides for redemptions on the first day of the month and every Friday.
- f. The Fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Barclays Capital U.S. Long Government/Credit Bond Index over the long-term. The Fund may invest directly or indirectly in securities and other instruments, including other pooled investment vehicles sponsored or managed by, or otherwise affiliated with the Commingled Fund Trustee. From time to time, withdrawal safeguards (liquidity restrictions) may be placed on the Fund. Certain of these restrictions have been in effect since October 2008.
- g. The Fund invests primarily in investment grade debt securities but may invest up to 20% of its total assets in high yield securities rated B or higher by Moody's or equivalently rated by S&P or Fitch. The Fund may invest up to 30% of its total assets in securities denominated in foreign currencies, and may invest beyond the limited in U.S. dollar-denominated securities of foreign issuers. The Fund may invest up to 15% of its total assets in securities and investments that are economically tied to emerging market countries. The Fund will normally limit its foreign currency exposure to 20% of its total assets. The Fund provides for daily redemptions.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

6. Fair Value Measurements (Continued)

- h. The Fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Dow Jones U.S. Select REIT Index over the long-term. The Fund may invest directly or indirectly in securities and other instruments, including other pooled investment vehicles sponsored or managed by, or otherwise affiliated with the Commingled Fund Trustee. The Fund provides for daily redemptions with two days advance notice.
- i. The close-ended, commingled Limited Partnership Fund focuses on opportunistic real estate and real estate-related investment in Europe. The Fund is structured as an English limited partnership sponsored by the Blackstone Group. The Group anticipates the Fund will consist of 65% traditional assets acquired from distressed/motivated sellers and 35% continuation of existing platforms and partnerships with the private equity group. Total ULA capital commitments are \$4 million. There may be restrictions on the ability to withdrawal from the Fund, to reduce its capital commitment, or to withdraw any part of its capital account, except as provided in the Partnership Agreement.
- j. The close-ended, commingled Limited Partnership Fund focuses on distressed debt, high yield structured debt and preferred equity, project equity, and special situation investments targeting total gross returns of 17%-20%. The Fund will be comprised primarily of investments in U.S. market (85%-100%). Total ULA capital commitments are \$3 million. There may be restrictions on the ability to withdrawal from the Fund, to reduce its capital commitment, or to withdraw any part of its capital account, except as provided in the Partnership Agreement.
- k. The fund-of-funds Limited Partnership seeks superior long-term capital appreciation by investing (structured by classes of interest) in a diversified group of venture capital investment funds (VC class), private equity investment funds (PE class), and emerging markets investment funds (EM class), which are managed by seasoned investment managers and which generally are difficult for new investors to access. ULA Master Trust participation in the Partnership is comprised as follows: 35% EM class; 40% PE class; and 25% VC class. Total ULA capital commitments are \$10 million. There may be restrictions on the ability to withdrawal from the Fund, to reduce its capital commitment, or to withdraw any part of its capital account, except as provided in the Partnership Agreement.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

6. Fair Value Measurements (Continued)

The following table sets forth a summary of changes in the fair value of the Plan's level 3 investments for the year ended December 31, 2009:

	Real Estate and Private Equity (Limited Partnerships)
Balance, beginning of year	\$ 899,667
Realized gains/(losses)	(327,113)
Unrealized gains/(losses) relating to instruments still held at the reporting date	(57,317)
Purchases, sales, issuances and settlements, net	2,238,042
Balance, end of year	<u>\$ 2,753,279</u>

The following table reflects the investments of the ULA Master Trust that are measured and carried at fair value on a recurring basis as of December 31, 2008:

Asset Category	Level 1	Level 2	Level 3	Total Investments at Fair Value
Short-term investments	\$ -	\$ 907,336	\$ -	\$ 907,336
Common/collective trusts	-	89,776,390	-	89,776,390
Group trusts	-	6,776,142	-	6,776,142
Common stocks	15,586,241	-	-	15,586,241
Registered investment companies	-	7,520,201	-	7,520,201
Limited partnership	-	-	899,667	899,667
Total investments of the ULA Master Trust	<u>\$ 15,586,241</u>	<u>\$ 104,980,069</u>	<u>\$ 899,667</u>	<u>\$ 121,465,977</u>

7. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service ("IRS") dated December 17, 2001 stating that the Plan is designed in compliance with the applicable requirements of the Code. The Plan is required to operate in conformity with the Internal Revenue Code (the "Code") to maintain its tax-qualified status. The Plan has been amended since receiving the determination letter. However, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related Trust is tax exempt. The Company filed for a new determination letter on February 1, 2010 which is pending with the IRS.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

8. Party-in-Interest Transactions

The ULA Master Trust holds certain investments managed by the Trustee. Transactions in these investments are party-in-interest transactions. The ULA Master Trust and the Plan pay actuarial, audit, custodial, investment management, investment advisory and legal fees from the Trust. Such transactions constitute party-in-interest transactions. These transactions are exempt from the prohibited transaction rules.

9. Risks and Uncertainties

The ULA Master Trust invests in various investment securities. Investments in general, are subject to various risks, such as interest rate, credit and overall market volatility risk. Additionally, the value, liquidity and related income of the investment securities are sensitive to changes in economic conditions, including real estate values, delinquencies, and defaults and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates. Certain investments (limited partnerships) are less liquid and have restrictions on their sale. Forced liquidation, although not expected at this time, may affect the estimated value of such investments. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits and the funded status of the Plan.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the amounts reported in the financial statements and accompanying notes.

10. Commitments

The ULA Master Trust's investment in the limited partnerships contains future capital call commitments of up to \$17,000,000 of which \$3,347,844 had been invested as of December 31, 2009. During 2010, \$1,987,986 of capital calls were made and invested.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

11. Subsequent Events

The Company has evaluated subsequent events through October 8, 2010, which is the date the financial statements were available to be issued.

In January 2010, the FASB issued ASC Update 2010-06, *Fair Value Measurements and Disclosures* (Topic 820): *Improving Disclosures about Fair Value Measurements*. This guidance requires the reporting entity to disclose additional information on transfers in and out of fair value levels, measurement disclosures by classes of assets and descriptions of valuation techniques and inputs used to measure fair value (both recurring and nonrecurring fair value) in addition to other disclosures. This guidance is effective for reporting periods beginning after December 15, 2009, except for certain disclosures which will be effective for fiscal years beginning after December 15, 2010. Management does not expect that the adoption will have a material impact on the Plan's financial statements.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning	01/01/2009	and ending	12/31/2009
► Round off amounts to nearest dollar. ► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.			

A Name of plan United Launch Alliance Retirement Plan for Employees in the	B Three-digit plan number (PN)	003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF United Launch Alliance LLC	D Employer Identification Number (EIN) 81-0673845	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value	2a		70,952,977
b Actuarial value	2b		78,048,274
3 Funding target/participant count breakdown			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	476	27,501,805
b For terminated vested participants	3b	917	17,558,564
c For active participants:			
(1) Non-vested benefits	3c(1)		3,360,425
(2) Vested benefits	3c(2)		27,442,269
(3) Total active	3c(3)	232	30,802,694
d Total	3d	1,625	75,863,063
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5		6.53 %
6 Target normal cost	6		1,895,825

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

SIGN HERE	Benjamin R. Bergeson BRB Signature of actuary	9/22/2010 Date
	Benjamin R. Bergeson Type or print name of actuary	08-06849 Most recent enrollment number
	Hewitt Associates LLC Firm name	(612) 339-7501 Telephone number (including area code)
	45 South Seventh Street Suite 2100 Minneapolis MN 55402-1616 Address of the firm	

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	20,354,733	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	35,148	0
9 Amount remaining (Item 7 minus item 8)	20,319,585	0
10 Interest on item 9 using prior year's actual return of <u>(28.05)%</u>	(5,699,644)	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		15,755,302
b Interest on (a) using prior year's effective rate of <u>6.17</u> %		960,075
c Total available at beginning of current plan year to add to prefunding balance		16,715,377
d Portion of (c) to be added to prefunding balance		2,737,882
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	14,619,941	2,737,882

Part III Funding percentages

14 Funding target attainment percentage	14	80.00 %
15 Adjusted funding target attainment percentage	15	102.88 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	108.71 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 5.32 %	2nd segment: 6.45 %	3rd segment: 6.69 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	1,895,825
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	1,895,825
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	1,895,825	0
36 Additional cash requirement (item 34 minus item 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	0
38 Interest-adjusted excess contributions for current year (see instructions)	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Schedule SB Attachment (Form 5500)—2009 Plan Year
United Launch Alliance Retirement Plan for Employees in the
Bargaining Units of the Space Systems Group
EIN: 81-0673845 PN: 003

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	10.00%	1.0000	5.55
56.5	5.00%	0.9000	2.54
57.5	5.00%	0.8550	2.46
58.5	5.00%	0.8123	2.38
59.5	5.00%	0.7716	2.30
60.5	20.00%	0.7331	8.87
61.5	15.00%	0.5864	5.41
62.5	35.00%	0.4985	10.90
63.5	20.00%	0.3240	4.11
64.5	30.00%	0.2592	5.02
65.5	40.00%	0.1814	4.75
66.5	30.00%	0.1089	2.17
67.5	25.00%	0.0762	1.29
68.5	30.00%	0.0572	1.17
69.5	35.00%	0.0400	0.97
70	100.00%	0.0260	1.82
Weighted Average			61.71

Schedule SB Attachment (Form 5500)—2009 Plan Year
 United Launch Alliance Retirement Plan for Employees in the
 Bargaining Units of the Space Systems Group
 EIN: 81-0673845 PN: 003

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

Interest Rates	Based on segment rates without regard to the three-year phase in, as of January 2009.
1st Segment Rate	5.32%.
2nd Segment Rate	6.45%.
3rd Segment Rate	6.69%.
Salary Increases	
Minimum Funding Target Normal Cost	5.50% for participants with benefits calculated under the Retirement Income Plan (RIP) provisions.
Maximum Tax Expected Benefit Increase	5.50% for participants with benefits calculated under the Retirement Income Plan (RIP) provisions.
Optional Payment Form Election Percentage	100% elect the normal form of a Life Annuity.
Optional Payment Form Conversion Interest Rate	N/A.
Optional Payment Form Conversion Mortality	N/A.
Retirement Age	
Active Participants	See Table 1.
Terminated Vested Participants	Age 65.
Mortality Rates	
Healthy and Disabled	2009 Static Mortality Table for Annuitants and Non-Annuitants per Section 1.430(h)(3)-1(e).
Withdrawal Rates	See Table 2.
Disability Rates	See Table 3.
Surviving Spouse Benefit	It is assumed that 80% of males and 50% of females have an eligible spouse, and that males are three years older than their spouses.
Valuation Compensation	2008 Pensionable earnings rolled forward one year with the salary increase assumption.
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$195,000 and the 401(a)(17) compensation limit of \$245,000.

Schedule SB Attachment (Form 5500)—2009 Plan Year
United Launch Alliance Retirement Plan for Employees in the
Bargaining Units of the Space Systems Group
EIN: 81-0673845 PN: 003

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

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% or more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Trustee Expenses Included in
Target Normal Cost

\$350,000.

Expected Return on Assets

2007 Plan Year

6.09%.

2008 Plan Year

6.43%.

Actuarial Method

Standard Unit Credit Cost Method.

Valuation Date

January 1, 2009.

Schedule SB Attachment (Form 5500)—2009 Plan Year
United Launch Alliance Retirement Plan for Employees in the
Bargaining Units of the Space Systems Group
EIN: 81-0673845 PN: 003

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

Table 1

Retirement Rates

Age	Rate
55	10.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	20.00%
61	15.00%
62	35.00%
63	20.00%
64	30.00%
65	40.00%
66	30.00%
67	25.00%
68	30.00%
69	35.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2009 Plan Year
United Launch Alliance Retirement Plan for Employees in the
Bargaining Units of the Space Systems Group
EIN: 81-0673845 PN: 003

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods
Table 2—Page 1 of 2
Termination Rates

Age	Years of Service			
	0-1	2-4	5-9	10+
15	39.64%	0.00%	0.00%	0.00%
16	39.64%	0.00%	0.00%	0.00%
17	39.64%	0.00%	0.00%	0.00%
18	39.64%	0.00%	0.00%	0.00%
19	20.23%	0.00%	0.00%	0.00%
20	17.99%	14.19%	0.00%	0.00%
21	22.38%	18.19%	0.00%	0.00%
22	24.07%	19.60%	15.00%	0.00%
23	23.85%	19.58%	15.09%	0.00%
24	22.70%	18.32%	14.25%	0.00%
25	21.74%	17.14%	12.96%	0.00%
26	20.95%	16.27%	11.29%	0.00%
27	20.41%	15.29%	9.97%	0.00%
28	19.42%	14.52%	9.15%	8.75%
29	18.73%	13.93%	8.69%	5.21%
30	18.61%	13.58%	8.39%	4.84%
31	18.83%	13.09%	8.02%	5.39%
32	18.32%	12.60%	7.76%	5.47%
33	17.39%	11.97%	7.56%	5.30%
34	16.94%	11.33%	7.37%	5.15%
35	16.78%	11.02%	7.15%	5.02%
36	16.69%	10.98%	6.85%	4.87%
37	16.29%	10.99%	6.68%	4.68%
38	16.00%	10.77%	6.44%	4.43%
39	15.36%	10.59%	6.27%	4.32%
40	15.91%	10.35%	6.01%	4.15%
41	15.94%	10.01%	5.89%	3.93%
42	16.05%	9.72%	5.84%	3.86%
43	15.98%	9.71%	5.75%	3.81%
44	15.88%	9.62%	5.77%	3.79%

Schedule SB Attachment (Form 5500)—2009 Plan Year
United Launch Alliance Retirement Plan for Employees in the
Bargaining Units of the Space Systems Group
EIN: 81-0673845 PN: 003

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods
Table 2—Page 2 of 2
Termination Rates

Age	Years of Service			
	0-1	2-4	5-9	10+
45	15.48%	9.47%	5.82%	3.73%
46	15.61%	9.54%	5.81%	3.64%
47	15.30%	9.47%	5.61%	3.66%
48	15.15%	9.37%	5.52%	3.70%
49	15.53%	9.02%	5.60%	3.65%
50	15.60%	8.90%	5.32%	3.49%
51	15.35%	9.32%	5.13%	3.38%
52	14.35%	9.52%	4.99%	3.35%
53	14.34%	9.24%	4.70%	3.22%
54	14.17%	8.80%	4.12%	2.37%
55	13.52%	7.82%	2.59%	0.88%
56	12.84%	7.49%	1.84%	0.23%
57	12.66%	7.67%	1.54%	0.11%
58	12.74%	7.68%	1.58%	0.22%
59	13.50%	7.94%	1.92%	0.31%
60	13.63%	7.84%	2.12%	0.20%
61+	0.00%	0.00%	0.00%	0.00%

Schedule SB Attachment (Form 5500)—2009 Plan Year
 United Launch Alliance Retirement Plan for Employees in the
 Bargaining Units of the Space Systems Group
 EIN: 81-0673845 PN: 003

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

Table 3

Disability Rates

Age	Rate	Age	Rate
15	0.03%	45	0.10%
16	0.03%	46	0.11%
17	0.03%	47	0.12%
18	0.03%	48	0.14%
19	0.03%	49	0.16%
20	0.03%	50	0.18%
21	0.03%	51	0.20%
22	0.03%	52	0.23%
23	0.03%	53	0.26%
24	0.03%	54	0.30%
25	0.03%	55	0.36%
26	0.04%	56	0.42%
27	0.04%	57	0.50%
28	0.04%	58	0.59%
29	0.04%	59	0.69%
30	0.04%	60	0.90%
31	0.04%	61	1.16%
32	0.04%	62	1.46%
33	0.05%	63	1.81%
34	0.05%	64	2.22%
35	0.05%	65+	1.00%
36	0.05%		
37	0.05%		
38	0.06%		
39	0.06%		
40	0.07%		
41	0.07%		
42	0.08%		
43	0.08%		
44	0.09%		

Schedule SB Attachment (Form 5500)—2009 Plan Year
United Launch Alliance Retirement Plan for Employees in the
Bargaining Units of the Space Systems Group
EIN: 81-0673845 PN: 003

Schedule SB, line 25—Change in Funding Method

The changes to methods used in the funding valuation:

- A change in the interest rate basis from segment rates of 5.31%, 5.92%, and 6.43% to segment rates of 5.32%, 6.45%, and 6.69%;
- A change in the asset valuation method from a three-month (four-point) average value method to the two-year (three-point) smoothed value method as of January 1, 2009; and
- An addition to the Target Normal Cost of assumed expenses payable from the trust, as required by WRERA

These changes have automatic approval under final regulations, Notice 2009-22, or other IRS guidance.

Schedule SB Attachment (Form 5500)—2009 Plan Year
 United Launch Alliance Retirement Plan for Employees in the
 Bargaining Units of the Space Systems Group
 EIN: 81-0673845 PN: 003

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2009
 Number of Participants

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29	2	1								
30-34		1								
35-39				1		1				
40-44		1	1	5	7	6				
45-49	1		1	6	7	12	13	1		
50-54			1	5	9	28	24	4		
55-59	1	3	1	1	7	18	18	7	1	
60-64				1	5	7	7	2	6	2
65-69						1	1	2		2
70+										1

N-232

Schedule SB Attachment (Form 5500)—2009 Plan Year
United Launch Alliance Retirement Plan for Employees in the
Bargaining Units of the Space Systems Group
EIN: 81-0673845 PN: 003

Schedule SB, Part V—Summary of Plan Provisions

Effective Date May 2, 1994.

Most Recent Collective Bargaining Agreements Fall 2008 for all participants.

Eligibility All employees are eligible on their date of employment.

Normal Retirement

Eligibility Requirement Age 65.

Benefit \$80 multiplied by the number of years of Credited Service for all participants.

This benefit is reduced by any benefit payable from the General Dynamics Corporation Hourly Employees' Retirement Plan (\$34 times years of Credited Service through May 2, 1994).

Former Cape Canaveral participants (NES) can elect to have their benefits determined in accordance with the provisions of the Retirement Income Plan (RIP).

Early Retirement

Eligibility Requirement Age 55.

Benefit Monthly benefit computed as in Normal Retirement, reduced for payment commencing prior to age 65 in accordance with the following:

1. If the sum of the member's age at his benefit commencement date and his years of Continuous Service total more, or the member has attained age 62 and completed 10 years of service, benefits are unreduced as of the member's Early Retirement Date.
2. If the member does not meet the requirements of (1), the benefit payable at his Early Retirement Date is reduced by the lesser of:
 - a. 3.00% times the amount by which 85 exceeds the sum of his age plus Continuous Service, or
 - b. 3.00% per year for each year between his Normal Retirement Date and his benefit commencement date.

Effective during 2008, the SSB plan was amended so that ULA will pay the difference between the subsidized and unsubsidized early retirement factors for heritage General Dynamics participants who were not retirement eligible as of the date of the formation of ULA (12/1/2006).

Schedule SB Attachment (Form 5500)—2009 Plan Year
United Launch Alliance Retirement Plan for Employees in the
Bargaining Units of the Space Systems Group
EIN: 81-0673845 PN: 003

Schedule SB, Part V—Summary of Plan Provisions

Total and Permanent Disability Retirement

Eligibility Requirement Ten years of Continuous Service.

Benefit An unreduced monthly benefit computed as in Normal Retirement.

Preretirement Surviving Spouse's Benefit

Eligibility Requirement Five years of Continuous Service.

Benefit If the participant dies from active status after becoming eligible for Early Retirement, 50% of the monthly benefit the participant would have received if he had retired on the first of the month following his death. If the participant dies from terminated vested status after becoming eligible for Early Retirement, 50% of the monthly benefit the participant would have received if he had retired on the first of the month preceding or coincident with his death. If the participant had five years of service, but had not attained age 55 upon his death, the benefit is deferred to when he would have attained age 55.

Termination

Eligibility Requirement Five years of Continuous Service.

Benefit A deferred monthly benefit computed as in normal retirement payable at age 65.

Pension Improvement

Eligibility Requirement Five years of Continuous Service.

Benefit \$94 per month (\$105 per month for Cape and Vandenberg participants) for the participant payable upon the attainment of age 65 and \$94 per month for participant's spouse, payable upon the spouse's attainment of age 65.

1. For a retired member with between 5 and 10 years of Continuous Service, the \$94 benefit is multiplied by a fraction equal to the number of years of Continuous Service at Retirement, divided by 10.
2. For a vested member, the \$94 benefit is multiplied by a fraction equal to the number of years of Continuous Service at termination, divided by the number of years from date of hire to age 65.

The Pension Improvement will continue to the spouse upon the participant's death.

The amount of the Pension Improvement will be reduced by the Pension Improvement Benefit received from the General Dynamics Corporation Hourly Employees' Retirement Plan.

Schedule SB Attachment (Form 5500)—2009 Plan Year
United Launch Alliance Retirement Plan for Employees in the
Bargaining Units of the Space Systems Group
EIN: 81-0673845 PN: 003

Schedule SB, Part V—Summary of Plan Provisions

Normal Form of Benefit Payment

Married Participants A reduced 50% Joint and Survivor Annuity.

Unmarried Participants Life Annuity.

Changes in Plan Provisions Since the Prior Year

The January 1, 2009 funding valuation reflects the following plan changes:

- An increase in the annual pay limit under IRC Section 401(a)(17) from \$230,000 in 2008 to \$245,000 in 2009;
- An increase in the annual maximum benefit limit under IRC Section 415 from \$185,000 in 2008 to \$195,000 in 2009;
- An increase in the benefit multiplier for San Diego participants from \$66 to \$80 effective January 1, 2009;
- An increase in the benefit multiplier for Cape Canaveral and Vandenberg participants from \$70 to \$80 effective November 1, 2008; and
- “General Dynamics” amendment: United Launch Alliance will pay the difference between the subsidized and unsubsidized early retirement factors for heritage General Dynamics participants who were not retirement eligible as of the date of the formation of United Launch Alliance (December 1, 2006).

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

- The actuarial valuation was conducted on an ongoing (not termination) basis using personnel data furnished as of January 1, 2009 by United Launch Alliance, LLC. Asset information and the dates and amounts of contributions are based on information supplied by United Launch Alliance, LLC; and
- Line 11a does not match line 38 of the 2008 Schedule SB due to the reflection of final regulations affecting the calculation of the Excess Contributions, which were issued after the 2008 Schedule SB was filed.

**United Launch Alliance
Retirement Plan for Employees
in the Bargaining Units of the
Space Systems Group**

Financial Statements

**As of December 31, 2009 and 2008
and for the Year Ended December 31, 2009**

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Financial Statements

As of December 31, 2009 and 2008, and for the Year Ended December 31, 2009

Contents

Report of Independent Certified Public Accountants	1
Financial Statements	
Statements of Net Assets Available for Benefits	2
Statement of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4



Report of Independent Certified Public Accountants

Audit • Tax • Advisory

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The United Launch Alliance Administrative Committee:

We were engaged to audit the accompanying statements of net assets available for benefits of the United Launch Alliance Retirement Plan for Employees in the Bargaining Units of the Space Systems Group (the "Plan") as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by State Street Bank & Trust Co., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that State Street Bank & Trust Co. holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2009 and 2008, and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

GRANT THORNTON LLP

Denver, Colorado
October 8, 2010

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Statements of Net Assets Available for Benefits

	December 31,	
	2009	2008
Assets:		
Investments:		
Interest in ULA Master Trust, at fair value (Notes 2, 4, 5, and 6)	\$ 81,128,202	\$ 59,818,972
Receivables:		
Employer contribution receivable	-	11,500,000
Total assets	<u>81,128,202</u>	<u>71,318,972</u>
Liabilities:		
Accrued expenses	<u>(32,475)</u>	<u>(30,488)</u>
Net assets available for benefits	<u>\$ 81,095,727</u>	<u>\$ 71,288,484</u>

See accompanying notes to financial statements.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Statement of Changes in Net Assets Available for Benefits

	<u>Year Ended December 31, 2009</u>
Additions to (deductions from) net assets attributed to:	
Plan's interest in ULA Master Trust investment gain (Note 5)	\$ 12,861,747
Benefit payments	(2,784,484)
Administrative expenses	<u>(270,020)</u>
Net increase	9,807,243
Net assets available for benefits at beginning of year	<u>71,288,484</u>
Net assets available for benefits at end of year	<u><u>\$ 81,095,727</u></u>

See accompanying notes to financial statements.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements

1. Plan Description

The following description of the United Launch Alliance Retirement Plan for Employees in the Bargaining Units of the Space Systems Group (the “Plan”) provides only general information. Participants should refer to the Summary Plan Description and Plan Document for a more complete description of the Plan’s provisions.

General

The Plan was originally established effective May 2, 1994 covering bargaining unit employees of the Lockheed Martin Space Systems Group who were covered under several collective bargaining agreements. Pursuant to a Joint Venture Agreement dated as of May 2, 2005, by and between The Boeing Corporation and Lockheed Martin Corporation, United Launch Alliance LLC (the “Company”) assumed sponsorship of the Plan effective December 1, 2006 including assuming the assets and liabilities of the Plan. The Plan was formerly known as the Lockheed Martin Retirement Plan for Employees in the Bargaining Units of the Space Systems Group (065).

The Plan is a noncontributory defined benefit pension plan providing retirement benefits to eligible employees of the Company. Eligible employees are hourly employees of the Company as defined in and covered by the applicable Collective Bargaining Agreements in effect between the Company and the respective Unions. Also, all transferred employees, as defined, pursuant to the Joint Venture Agreement, continued to be eligible for the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Administration

The United Launch Alliance Administrative Committee is responsible for the oversight of the administration and operation of the Plan. The United Launch Alliance Investment Committee establishes, amends and monitors compliance with investment policies, and selects and monitors the trustee, investment managers, and outside investment advisors and consultants to the Plan. The Board of Directors of the Company is responsible for appointing the committees.

State Street Bank and Trust Company (“State Street” or “Trustee”) is the trustee of the United Launch Alliance Master Pension Trust (the “ULA Master Trust”), which is the funding vehicle for the Plan and certain other company sponsored plans.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

1. Plan Description (Continued)

The Plan's operating, investment and administrative expenses are generally charged against Plan assets as provided for in the Plan and Master Trust documents (see Note 2 – *Investments in ULA Master Trust and Income Recognition*).

Benefits

The Plan provides for retirement benefits based on an amount payable at a selected age and in a selected form and is generally based upon the employee's accrued benefit. In general, the monthly benefit amount is calculated as a flat dollar rate determined under the effective collective bargaining agreement, multiplied by the number of years of credited service, as defined in the Plan document, depending on the date of termination or retirement. During 2008, the Plan was amended to increase the multipliers in the benefit formula from \$70 to \$80 for active participants at the Cape and Vandenberg locations, and from \$66 to \$80 for San Diego participants. Normal retirement age is 65. The Plan also provides early retirement benefits at age 55 and other benefits upon meeting certain other conditions. Benefits are payable in the form of a joint and survivor annuity, single life annuity or other optional forms as further described in the Plan Document. Certain death and disability benefits are also available under the Plan if the prescribed criteria are met.

Vesting

Participants become fully vested upon completion of five years of service.

Funding Policy

The Company's funding policy is to contribute annually an amount so as to meet the minimum funding requirements and as recommended by the Plan's actuary. No employee contributions are required or permitted. During 2009 and 2008, the Plan met the minimum funding requirements of ERISA. The Company was not required nor did they make any contributions for the 2009 Plan year. The Company contributed \$18,320,000 for the 2008 Plan year.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

1. Plan Description (Continued)

Termination of the Plan

Although the Company has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions and to terminate the Plan, and it has reserved the right to do so. The rights of all affected participants to benefits accrued upon termination are nonforfeitable. Net assets of the Plan available to provide benefits would be allocated upon termination in accordance with the guidelines prescribed by the Plan and ERISA and its related regulations. If the Plan terminates, certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (“PBGC”), a U.S. governmental agency. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor’s pensions. However, the PBGC does not guarantee all types of benefits under covered plans, and the amount of benefit protection is subject to certain limitations. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan’s net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires estimates to be made that affect the amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. The most significant of these estimates relates to the determination of the accumulated plan benefits and the Plan’s funded status. Actual results could differ from those estimates.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

New Accounting Pronouncements

In June 2009, the Financial Accounting Standards Board (“FASB”) issued guidance under ASC 105, *Generally Accepted Accounting Principles*. This guidance establishes the FASB Accounting Standards Codification (“ASC” or the “Codification”) as the single source of authoritative GAAP for nongovernmental entities, superseding various existing authoritative accounting pronouncements. The Codification establishes one level of authoritative GAAP. All other literature is considered non-authoritative. There were no changes to the Plan’s financial statements due to the implementation of the Codification.

In April 2009, the FASB issued guidance under ASC 820, *Fair Value Measurement and Disclosures*. This guidance emphasizes that the objective of a fair value measurement does not change even when market activity for the asset or liability has decreased significantly. Fair value is the price that would be received for an asset sold or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. When observable transactions or quoted prices are not considered orderly, then little, if any, weight should be assigned to the indication of the asset or liability’s fair value. Adjustments to those transactions or prices should be applied to determine the appropriate fair value. The standard also requires increased disclosures. As shown in Note 6, *Fair Value Measurements*, the guidance was applied prospectively in 2009, and the impact of adoption of this standard was not material to the Plan’s financial statements.

In September 2009, the FASB issued ASC Update 2009-12, *Fair Value Measurements and Disclosures* (Topic 820): *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*. This guidance provides a practical expedient for measuring the fair values of Plan investments in a limited number of entities that calculate a net asset value per share (such as hedge funds, private equity funds, funds of funds, and certain collective trusts, and pooled separate accounts). This guidance also provides enhanced disclosure requirements and it became effective for Plan reporting periods ending after December 15, 2009. The adoption did not have a material impact on the Plan’s financial statements.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

Investments in ULA Master Trust and Income Recognition

The fair value of the Plan's interest in the ULA Master Trust is based on the beginning of year value of the Plan's interest in the trust plus actual contributions and allocated investment income (net of investment expenses) less actual distributions and administrative expenses.

The ULA Master Trust assets are valued as follows: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 6, *Fair Value Measurements*).

The change in net appreciation (depreciation) consists of both realized and unrealized gains and losses. Purchases and sales of investments are recorded on the trade date. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions for services rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to: (1) retired or terminated employees or their beneficiaries; (2) beneficiaries of employees who have died; and (3) present employees or their beneficiaries. Benefits for retired, terminated and disabled employees or their beneficiaries are based on each former employee's credited service prior to his or her termination or retirement date. Accumulated plan benefits for active employees are based on each employee's credited service preceding the valuation date. Benefits payable under all circumstances -- retirement, death, disability, and termination of employment -- are deemed included to the extent they are attributable to employee service prior to the valuation date.

The Plan's actuary estimates the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The effect of Plan amendments on accumulated plan benefits is recognized during the year in which such amendments become effective.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

Actuarial Present Value of Accumulated Plan Benefits (Continued)

The Pension Protection Act of 2006, as amended by the Worker, Retiree and Employer Retiree and Employer Recovery Act of 2008 (“The Act”), requires that all single-employer defined benefit plans be fully funded within a seven-year period, beginning in 2008. Some provisions of The Act were effective January 1, 2006; however, most of the new provisions were effective January 1, 2008. The Act replaces the prior rules for funding with a new standard that is based on the Plan’s funded status. Funding must be determined using specified interest rates and mortality sums. Adoption of the new requirements impact the Plan’s liability and required prospective contributions. The Act also imposes certain benefit restrictions for qualified defined benefit plans that do not meet certain funding thresholds. Collectively bargained plans have a delayed effective date for application of the benefit restriction rules which is generally the earlier of (i) the end of an agreement ratified before January 1, 2008 and (ii) January 1, 2010. A plan’s funded percentage is referred to as the Adjusted Funding Target Attainment Percentage (“AFTAP”). The 2009 AFTAP for the Plan is 102.88%. Because the Plan’s AFTAP met the required threshold, the Plan is not subject to any benefit restrictions.

Payment of Benefits

Benefits are recorded when paid.

3. Accumulated Plan Benefits

The present value of accumulated plan benefits, as determined by the actuary is as follows:

	December 31,	
	2009	2008
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 23,934,260	\$ 24,403,032
Current and terminated employees with vested benefits	38,602,189	35,986,939
Total vested benefits	62,536,449	60,389,971
Non-vested benefits	3,156,816	2,942,592
Total actuarial present value of accumulated plan benefits	<u>\$ 65,693,265</u>	<u>\$ 63,332,563</u>

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

3. Accumulated Plan Benefits (Continued)

The following comprises the changes in accumulated plan benefits:

Actuarial present value of accumulated plan benefits as of December 31, 2008	\$ 63,332,563
Increase (decrease) during year attributable to:	
Interest accumulation	4,802,388
Benefit payments	(2,784,484)
Assumption changes	(1,957,271)
Benefit accruals and participant experience	2,300,069
Net change	<u>2,360,702</u>
Actuarial present value of accumulated plan benefits as of December 31, 2009	<u>\$ 65,693,265</u>

Significant actuarial assumptions used in the 2009 and 2008 valuations were (a) life expectancy of participants (RP-2000 Blue Collar table with mortality improvements projected to 2015), (b) assumed retirement age of 61, and (c) an annual discount rate of 8.00% and 7.75% in 2009 and 2008, respectively. The assumption change noted in the table above is primarily due to this discount rate change.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were to terminate, different actuarial assumptions and other factors would be applicable in determining the actuarial present value of accumulated Plan benefits.

4. Information Certified by the Plan's Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election and as requested by the plan administrator, the following information was not subjected to any auditing procedures performed by the Plan's independent certified public accountants except to compare the amounts to the financial statements:

- a. Investments as shown in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2009 and 2008
- b. Investment gain as shown in the accompanying Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2009
- c. Investment information provided in Note 5 as of December 31, 2009 and 2008, and for the year ended December 31, 2009

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

5. ULA Master Trust

The Plan had an interest in the ULA Master Trust as of December 31, 2009 and 2008 of approximately 43.7% and 49.3%, respectively. Each participating Plan has an undivided interest in the ULA Master Trust. Investment income and loss and related investment expenses are allocated to the individual participating plans based upon average monthly balances invested by each Plan.

The condensed statements of net assets for the ULA Master Trust as of December 31, 2009 and 2008 are as follows:

	2009	2008
Assets:		
Investments, at fair value:		
Cash and short-term investments	\$ 3,216,247	\$ 907,336
Common/collective trusts**	97,951,128	89,776,390
Group trusts**	14,764,412	6,776,142
Common stocks	28,417,871	15,586,241
Registered investment companies	38,731,846	7,520,201
Limited partnership/private equity	1,986,509	899,667
Real estate	766,770	-
	185,834,783	121,465,977
Investment income receivable	14,083	9,093
Total assets	185,848,866	121,475,070
Liabilities:		
Accrued investment expenses	(75,314)	(42,848)
Net assets	\$ 185,773,552	\$ 121,432,222

**Certain reclassifications were made in order to conform with the current year presentation.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

5. ULA Master Trust (Continued)

The following presents the net investment income of the ULA Master Trust for the year ended December 31, 2009:

Investment income (expense):	
Interest and dividends	\$ 1,112,736
Net realized and unrealized appreciation in fair value of investments	28,388,297
Investment expense	(468,602)
Total net investment gain	<u>\$ 29,032,431</u>

Investments of the ULA Master Trust appreciated (depreciated) in fair value as follows:

	<u>Year Ended December 31, 2009</u>
Common/collective trusts	\$ 14,250,232
Group trusts	3,507,677
Common stocks	6,565,482
Registered investment companies	4,449,336
Limited partnership	(323,158)
Real estate	(61,272)
	<u>\$ 28,388,297</u>

The following investments represent 5% or more of net assets available for the ULA Master Trust as of December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
SSgA Russell 1000 Index Securities Lending Fund	\$ 60,990,480	\$ 38,053,795
SSgA Long U.S. Government Credit Bond Securities Lending Fund	30,886,538	46,996,311
PIMCO Long-Term Credit Institutional Fund	23,540,244	-*
Alliance International Large Cap Growth Fund	15,191,602	7,520,200
Bernstein International Value All Country Fund	14,764,412	6,776,142

*Not held as of respective year end

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

6. Fair Value Measurements

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

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for investments at fair value. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Short-Term Investments: Short-term investments are valued at NAV, which is calculated at a unit price that is not quoted on an active market, and attempts to maintain a \$1 unit price. The unit price is based on the fair value of the underlying investments, which in general are traded on an active market with observable inputs. State Street determines the unit value.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

6. Fair Value Measurements (Continued)

Equities: Common stocks are valued at the closing price reported in the active markets in which the individual security is traded. Domestic and International equity funds (common collective trusts, registered investment companies and group trusts) are valued at the NAV which is based on the fair value of the underlying investments as determined by the respective Fund Manager.

Fixed Income: Both the U.S. Government and Credit Funds (common collective trusts and registered investment companies) are valued at the NAV which is based on the fair value of the underlying investments as determined by the respective Fund Manager.

Real Estate and Private Equity: The REIT fund (common collective trust) is valued at the NAV based on the fair value of the underlying investment as determined by the Fund Manager. Real estate and private equity limited partnerships are all calculated by a third party and is based on fair value of underlying investments and ULA Master Trust's share of the partnership. There is little to no market activity to determine the fair value of the investment and a significant degree of judgment is used in determining values. There are also certain restrictions on the sale of the investments and additional capital calls can be made. During 2009, \$2.34 million of additional capital calls were made by the limited partnership funds.

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

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

6. Fair Value Measurements (Continued)

The following table reflects the investments of the ULA Master Trust that are measured and carried at fair value on a recurring basis as of December 31, 2009:

Asset Category	Level 1	Level 2	Level 3	Total Investments at Fair Value
Short-term investments				
SSgA short-term investment fund ^(a)	\$ -	\$ 3,216,247	\$ -	\$ 3,216,247
Total short-term investments	-	3,216,247	-	3,216,247
Equities				
Domestic				
Common stocks – Luther King Cap Mgmt ^(b)	28,417,871	-	-	28,417,871
SSgA Russell 1000 Index Securities Lending Fund ^(c)	-	60,990,480	-	60,990,480
Total domestic	28,417,871	60,990,480	-	89,408,351
International				
Alliance International Large Cap Growth Fund ^(d)	-	15,191,602	-	15,191,602
Bernstein International Value All Country Fund ^(e)	-	14,764,412	-	14,764,412
Total international	-	29,956,014	-	29,956,014
Total equities	28,417,871	90,946,494	-	119,364,365
Fixed income				
SSgA Long U.S. Government/Credit Bond Index Securities Lending Fund ^(f)	-	30,886,538	-	30,886,538
PIMCO Long-Term Credit Institutional Fund ^(g)	-	23,540,244	-	23,540,244
Total fixed income	-	54,426,782	-	54,426,782
Real estate				
SSgA REIT Index Fund ^(h)	-	6,074,110	-	6,074,110
Blackstone Real Estate Partners Europe III LP ⁽ⁱ⁾	-	-	116,834	116,834
Square Mile Partners III TE LP ⁽ⁱ⁾	-	-	649,936	649,936
Total real estate	-	6,074,110	766,770	6,840,880
Private equity				
Northgate IV, LP ^(k)	-	-	1,986,509	1,986,509
Total private equity	-	-	1,986,509	1,986,509
Total fair market value of the ULA Master Trust	\$ 28,417,871	\$ 154,663,633	\$ 2,753,279	\$ 185,834,783

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

6. Fair Value Measurements (Continued)

- a. The Fund seeks to maximize current income while preserving capital and liquidity through investing in a diversified portfolio of short-term obligations and deposits, including U.S. Treasury and agency obligations, corporate bonds, commercial paper, repurchase agreements, certificates of deposit, bankers' acceptances, time deposits, and floating-rate notes. The maximum maturity of any instrument in the fund is 13 months. The Fund provides for daily redemptions.
- b. At least 90% of the portfolio is comprised of investments in common stocks and other equity securities generally traded on a major U.S. exchange with a minimum market capitalization of \$400 million and a maximum of \$2.5 billion at cost. The portfolio may not have more than 10% of market value in cash or cash equivalent investments.
- c. The Fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Russell 1000 Index over the long-term. The Fund may invest directly or indirectly in securities and other instruments, including in other pooled investment vehicles sponsored or managed by, or otherwise affiliated with the Commingled Fund Trustee. From time to time, withdrawal safeguards (liquidity restrictions) may be placed on the Fund. Certain of these restrictions have been in effect since October 2008.
- d. The Fund invests in stocks in developed markets with a maximum exposure of 20% in emerging markets. The Fund is comprised of 50-70 companies likely to outpace consensus earnings growth, usually due to excellent management and a distinct competitive advantage, at attractive valuations. The expected tracking error is 5%-9% versus the MSCI EAFE Index. The Fund provides for redemptions on the first day of the month and every Friday.
- e. The Fund invests in value-oriented stocks in developed markets. The Fund is allowed to invest up to 20% of portfolio in emerging markets. Country and sector weights are maintained within +/- 15% of the MSCI EAFE Index. The Fund provides for redemptions on the first day of the month and every Friday.
- f. The Fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Barclays Capital U.S. Long Government/Credit Bond Index over the long-term. The Fund may invest directly or indirectly in securities and other instruments, including other pooled investment vehicles sponsored or managed by, or otherwise affiliated with the Commingled Fund Trustee. From time to time, withdrawal safeguards (liquidity restrictions) may be placed on the Fund. Certain of these restrictions have been in effect since October 2008.
- g. The Fund invests primarily in investment grade debt securities but may invest up to 20% of its total assets in high yield securities rated B or higher by Moody's or equivalently rated by S&P or Fitch. The Fund may invest up to 30% of its total assets in securities denominated in foreign currencies, and may invest beyond the limited in U.S. dollar-denominated securities of foreign issuers. The Fund may invest up to 15% of its total assets in securities and investments that are economically tied to emerging market countries. The Fund will normally limit its foreign currency exposure to 20% of its total assets. The Fund provides for daily redemptions.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

6. Fair Value Measurements (Continued)

- h. The Fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Dow Jones U.S. Select REIT Index over the long-term. The Fund may invest directly or indirectly in securities and other instruments, including other pooled investment vehicles sponsored or managed by, or otherwise affiliated with the Commingled Fund Trustee. The Fund provides for daily redemptions with two days advance notice.
- i. The close-ended, commingled Limited Partnership Fund focuses on opportunistic real estate and real estate-related investment in Europe. The Fund is structured as an English limited partnership sponsored by the Blackstone Group. The Group anticipates the Fund will consist of 65% traditional assets acquired from distressed/motivated sellers and 35% continuation of existing platforms and partnerships with the private equity group. Total ULA capital commitments are \$4 million. There may be restrictions on the ability to withdrawal from the Fund, to reduce its capital commitment, or to withdraw any part of its capital account, except as provided in the Partnership Agreement.
- j. The close-ended, commingled Limited Partnership Fund focuses on distressed debt, high yield structured debt and preferred equity, project equity, and special situation investments targeting total gross returns of 17%-20%. The Fund will be comprised primarily of investments in U.S. market (85%-100%). Total ULA capital commitments are \$3 million. There may be restrictions on the ability to withdrawal from the Fund, to reduce its capital commitment, or to withdraw any part of its capital account, except as provided in the Partnership Agreement.
- k. The fund-of-funds Limited Partnership seeks superior long-term capital appreciation by investing (structured by classes of interest) in a diversified group of venture capital investment funds (VC class), private equity investment funds (PE class), and emerging markets investment funds (EM class), which are managed by seasoned investment managers and which generally are difficult for new investors to access. ULA Master Trust participation in the Partnership is comprised as follows: 35% EM class; 40% PE class; and 25% VC class. Total ULA capital commitments are \$10 million. There may be restrictions on the ability to withdrawal from the Fund, to reduce its capital commitment, or to withdraw any part of its capital account, except as provided in the Partnership Agreement.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

6. Fair Value Measurements (Continued)

The following table sets forth a summary of changes in the fair value of the Plan's level 3 investments for the year ended December 31, 2009:

	Real Estate and Private Equity (Limited Partnerships)
Balance, beginning of year	\$ 899,667
Realized gains/(losses)	(327,113)
Unrealized gains/(losses) relating to instruments still held at the reporting date	(57,317)
Purchases, sales, issuances and settlements, net	2,238,042
Balance, end of year	<u>\$ 2,753,279</u>

The following table reflects the investments of the ULA Master Trust that are measured and carried at fair value on a recurring basis as of December 31, 2008:

Asset Category	Level 1	Level 2	Level 3	Total Investments at Fair Value
Short-term investments	\$ -	\$ 907,336	\$ -	\$ 907,336
Common/collective trusts	-	89,776,390	-	89,776,390
Group trusts	-	6,776,142	-	6,776,142
Common stocks	15,586,241	-	-	15,586,241
Registered investment companies	-	7,520,201	-	7,520,201
Limited partnership	-	-	899,667	899,667
Total investments of the ULA Master Trust	<u>\$ 15,586,241</u>	<u>\$ 104,980,069</u>	<u>\$ 899,667</u>	<u>\$ 121,465,977</u>

7. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service ("IRS") dated December 17, 2001 stating that the Plan is designed in compliance with the applicable requirements of the Code. The Plan is required to operate in conformity with the Internal Revenue Code (the "Code") to maintain its tax-qualified status. The Plan has been amended since receiving the determination letter. However, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related Trust is tax exempt. The Company filed for a new determination letter on February 1, 2010 which is pending with the IRS.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

8. Party-in-Interest Transactions

The ULA Master Trust holds certain investments managed by the Trustee. Transactions in these investments are party-in-interest transactions. The ULA Master Trust and the Plan pay actuarial, audit, custodial, investment management, investment advisory and legal fees from the Trust. Such transactions constitute party-in-interest transactions. These transactions are exempt from the prohibited transaction rules.

9. Risks and Uncertainties

The ULA Master Trust invests in various investment securities. Investments in general, are subject to various risks, such as interest rate, credit and overall market volatility risk. Additionally, the value, liquidity and related income of the investment securities are sensitive to changes in economic conditions, including real estate values, delinquencies, and defaults and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates. Certain investments (limited partnerships) are less liquid and have restrictions on their sale. Forced liquidation, although not expected at this time, may affect the estimated value of such investments. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits and the funded status of the Plan.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the amounts reported in the financial statements and accompanying notes.

10. Commitments

The ULA Master Trust's investment in the limited partnerships contains future capital call commitments of up to \$17,000,000 of which \$3,347,844 had been invested as of December 31, 2009. During 2010, \$1,987,986 of capital calls were made and invested.

United Launch Alliance
Retirement Plan for Employees in the Bargaining Units
of the Space Systems Group

Notes to Financial Statements (Continued)

11. Subsequent Events

The Company has evaluated subsequent events through October 8, 2010, which is the date the financial statements were available to be issued.

In January 2010, the FASB issued ASC Update 2010-06, *Fair Value Measurements and Disclosures* (Topic 820): *Improving Disclosures about Fair Value Measurements*. This guidance requires the reporting entity to disclose additional information on transfers in and out of fair value levels, measurement disclosures by classes of assets and descriptions of valuation techniques and inputs used to measure fair value (both recurring and nonrecurring fair value) in addition to other disclosures. This guidance is effective for reporting periods beginning after December 15, 2009, except for certain disclosures which will be effective for fiscal years beginning after December 15, 2010. Management does not expect that the adoption will have a material impact on the Plan's financial statements.