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

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
USA RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 117

1c Effective date of plan 01/01/1999

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
UNITED SPACE ALLIANCE LLC

600 GEMINI STREET
HOUSTON, TX 77058

2b Employer Identification Number (EIN)
76-0492757

2c Sponsor's telephone number
281-282-3759

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.	10/18/2011	PATRICIA RECORDS
	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")
PATRICIA RECORDS BENEFITS PLAN ADMINISTRATOR

600 GEMINI AVENUE
HOUSTON, TX 77058

3b Administrator's EIN
72-1590233

3c Administrator's telephone number
281-282-3759

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**	7776
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**	2831
b	Retired or separated participants receiving benefits	**6b**	1655
c	Other retired or separated participants entitled to future benefits	**6c**	3052
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	7538
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	172
f	Total. Add lines **6d** and **6e**	**6f**	7710
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**	18
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:
1A 1G 1E 1I

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)	X	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)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **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
USA RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 117

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
UNITED SPACE ALLIANCE LLC

D Employer Identification Number (EIN)
76-0492757

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2010			
2	Assets:			
a	Market value	**2a**		377487286
b	Actuarial value	**2b**		396640074
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	1549	152580655
b	For terminated vested participants	**3b**	2769	79304041
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		3791776
	(2) Vested benefits	**3c(2)**		202598689
	(3) Total active	**3c(3)**	3489	206390465
d	Total	**3d**	7807	438275161
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**		6.71 %
6	Target normal cost	**6**		14271110

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

10/06/2011
Signature of actuary — Date

GEORGE C. SANGER
Type or print name of actuary

11-06326
Most recent enrollment number

HEWITT ASSOCIATES LLC
Firm name

281-882-6352
Telephone number (including area code)

9500 LAKESIDE BLVD
THE WOODLANDS, TX 77381-4211
Address of the firm

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 [ ]

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)	0	9290607
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	0	9290607
10	Interest on item 9 using prior year's actual return of 21.34 %		1982616
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		26141
	b Interest on (a) using prior year's effective rate of 6.88 %		1799
	c Total available at beginning of current plan year to add to prefunding balance		27940
	d Portion of (c) to be added to prefunding balance		0
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)	0	11273223

Part III Funding percentages

14	Funding target attainment percentage	14	87.92 %
15	Adjusted funding target attainment percentage	15	87.92 %
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	80.00 %
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
04/15/2010	4104750				
07/05/2010	3273425				
10/15/2010	3305320				
12/15/2010	3305320				
			Totals ► 18(b)	13988815	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	13438917

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	2nd segment:	3rd segment:	
5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

b Applicable month (enter code) **21b** 4

22 Weighted average retirement age **22** 65

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** 14271110

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	52908310	10434817
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** 24705927

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	11272294	11272294

36 Additional cash requirement (item 34 minus item 35) **36** 13433633

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 13438917

38 Interest-adjusted excess contributions for current year (see instructions) **38** 5284

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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
USA RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 117

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
UNITED SPACE ALLIANCE LLC

D Employer Identification Number (EIN)
76-0492757

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: USA DEFINED BENEFIT MASTER TRUST

b Name of sponsor of entity listed in (a): UNITED SPACE ALLIANCE LLC

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)
76-0492757-001	M	464460965

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
USA RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 117

C Plan sponsor's name as shown on line 2a of Form 5500
UNITED SPACE ALLIANCE LLC

D Employer Identification Number (EIN)
76-0492757

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)		
(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)	410058891	464460965
(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)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	410058891	464460965
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	410058891	464460965

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	18985279	
(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)		18985279
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)		53158473
(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		72143752
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17741678	
(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)		17741678
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)		
(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)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		17741678
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		54402074
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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: PRICEWATERHOUSECOOPERS (2) EIN: 13-4008324

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.)	4a		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.)	4b		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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i		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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
USA RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 117

C Plan sponsor's name as shown on line 2a of Form 5500
UNITED SPACE ALLIANCE LLC

D Employer Identification Number (EIN)
76-0492757

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** 0

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): 13-5581829

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** 1

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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

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**

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):

---

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: 64% Investment-Grade Debt: 33% High-Yield Debt: 3% Real Estate: 0% Other: 0%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☒ Other (specify): OPTION ADJUSTED DURATION

USA Retirement Plan

Financial Statements
December 31, 2010 and 2009

USA Retirement Plan
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Report of Independent Auditors

To the Participants and Administrator of the
USA Retirement Plan

We were engaged to audit the financial statements of USA Retirement Plan (the "Plan") at December 31, 2010 and December 31, 2009 and for the years then ended, as listed in the accompanying index. 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 9, which was certified by The Bank of New York Mellon, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2010 and 2009 and for the years then ended, 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 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.

PricewaterhouseCoopers LLP

Houston, Texas
October 17, 2011

PricewaterhouseCoopers LLP, 1201 Louisiana, Suite 2900, Houston, TX 77002-5678
T: (713) 356 4000, F: (713) 356 4717, www.pwc.com/us

USA Retirement Plan
Statements of Net Assets Available for Plan Benefits
December 31, 2010 and 2009

	2010	2009
Assets		
Investment in the USA Defined Benefit Master Trust, at fair value	$ 421,866,604	$ 377,168,973
Net assets held in 401(h) account	42,594,361	32,889,918
Total assets	464,460,965	410,058,891
Liabilities		
Amounts related to obligation of 401(h) account	42,594,361	32,889,918
Total liabilities	42,594,361	32,889,918
Net assets available for plan benefits	$ 421,866,604	$ 377,168,973

The accompanying notes are an integral part of these financial statements.

USA Retirement Plan
Statements of Changes in Net Assets Available for Plan Benefits
Years Ended December 31, 2010 and 2009

	2010	2009
Net assets available for plan benefits, beginning of year	$ 377,168,973	$ 298,257,799
Net income from investment in the USA Defined Benefit Master Trust	48,450,494	64,116,616
Benefit payments	(17,741,678)	(14,354,108)
Employer contributions	13,988,815	29,148,666
Net increase	44,697,631	78,911,174
Net assets available for plan benefits, end of year	$ 421,866,604	$ 377,168,973

The accompanying notes are an integral part of these financial statements.

USA Retirement Plan
Statement of Accumulated Plan Benefits
December 31, 2009

Actuarial present value of accumulated plan benefits	
Vested benefits	
Participants currently receiving benefit payments	$ 135,371,985
Other participants	223,057,268
Total vested benefits	358,429,253
Nonvested benefits	3,839,262
Total actuarial present value of accumulated plan benefits	$ 362,268,515

The accompanying notes are an integral part of these financial statements.

USA Retirement Plan
Statement of Changes in Accumulated Plan Benefits
Year Ended December 31, 2009

Actuarial present value of accumulated plan benefits, beginning of year	$ 335,833,787
Increase during the year attributable to	
Net benefits accumulated including experience for year	12,981,755
Increase due to passage of time	27,166,988
Benefit payments	(14,354,108)
Changes in actuarial assumptions	640,093
Net increase	26,434,728
Actuarial present value of accumulated plan benefits, end of year	$ 362,268,515

The accompanying notes are an integral part of these financial statements.

1. Description of the Plan

The following brief description of the USA Retirement Plan (the "Plan") sponsored by United Space Alliance, LLC ("USA" or the "Company"), is provided for general purposes only. Participants should refer to the Plan document for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

General

The Plan was established as a carve-out from a Boeing North American Retirement Plan (the "BNA Plan"), which was sponsored by Boeing North American ("BNA") for Rockwell International Corporation ("Rockwell"). In 1996, the National Aeronautics & Space Administration ("NASA") consolidated several contracts into one contract, the Space Flight Operations Contract (the "SFOC"), which was awarded to USA. Accordingly, certain employees of Rockwell became employees of USA and, effective March 1, 1999, BNA transferred assets and liabilities to the Plan for the benefit of certain employees previously covered by the BNA Plan. Effective October 1, 2006, USA and NASA entered into the Space Program Operations Contract (SPOC). The SPOC contract is effective beginning October 1, 2006 to September 30, 2010, plus, if exercised, 5 option periods of a single year (for a potential total period performance of nine years). The government awarded an award-fee/performance-fee contract structured similarly to the terms of the extension under the SFOC. The government exercised an option period extending the SPOC to September 30, 2011.

USA previously sponsored, and maintained the USA Retirement Plan as three separate plans consisting of the Plan along with two affiliated plans, the USA Retirement Plan – Former AlliedSignal Sub Plan (the "Allied Plan") and the USA Retirement Plan – Former Unisys Sub Plan (the "Unisys Plan"). On November 8, 2001, USA executed a resolution to authorize the merger of the assets and liabilities of the Allied Plan and the Unisys Plan with and into the Plan effective as of December 31, 2001, (the "Merger"). Accordingly, The Bank of New York Mellon ("Mellon" or the "Master Trustee") was authorized to transfer such assets into the Plan on December 31, 2001, and to maintain these assets in one account as the USA Retirement Plan. In connection with the merger, the Plan was hereinafter renamed as the USA Retirement Plan. These transferred assets are for the benefit of all eligible employees participating in the USA Retirement Plan.

Eligibility

The Plan covers all former employees of Rockwell employed under the NASA/Rockwell contract, all former employees of Rockwell subsequently employed by USA under the SFOC and subsequently, SPOC, and all participants who were receiving benefits from the BNA Plan or who were terminated but eligible to receive a benefit under the BNA Plan.

In addition, effective December 31, 2001, in connection with the Merger of the Allied Plan and the Unisys Plan, the Plan covers all former employees of AlliedSignal Technical Services Corporation ("Allied") and Unisys Corporation ("Unisys") employed under the respective subcontracts of the Space Transportation System Operations Contract ("STSOC"), all former employees of Allied and Unisys subsequently employed by USA under the SFOC, and all participants who were receiving benefits from the STSOC Retirement Plan or who were terminated but eligible to receive a benefit under the STSOC Retirement Plan. The Plan also provides for retroactive coverage to substantially all employees of USA hired on or after June 1, 1996, as defined by the Plan, former Allied and Unisys rehires and all employees who transferred to USA and work in Houston on or after June 1, 1996, who were former employees of Lockheed Martin Space Operations ("LMSO") and who worked at LMSO in Florida ("LMSO Transfers").

In September 2006, USA executed a resolution to discontinue participation in the Plan for employees hired after October 1, 2006. Eligible employees prior to October 1, 2006 will continue to accrue benefits until retirement date.

Administration
The Benefits Plan Administrator of the Company is responsible for the operation and administration of the Plan and is authorized to redelegate such responsibilities to the Benefits Administrative Committee of the Company (the "Committee") as the administrator may deem necessary and appropriate.

Master Trust
On July 1, 1999, USA entered into a defined benefit master trust agreement, known as the USA Defined Benefit Master Trust (the "Master Trust"), with Mellon. The Master Trust was established for the collective investment of certain defined benefit plans sponsored by USA. In July 1999, the Plan adopted the Master Trust and, accordingly, transferred the assets of the Plan to the Master Trust.

Pension Benefits
Participants generally become fully vested after five years of vesting service, as defined by the Plan. There is no partial vesting of benefits. The Plan provides for normal retirement benefits when employees reach the later of age 65 or the fifth anniversary of the most recent date on which the participant became an employee and has provisions for early retirement and death benefits. Disability benefits are available to certain grandfathered employees. Upon retirement, the amount of benefits under the Plan is the highest amount determined based on three different computations: (a) the Regular Benefit Formula, (b) the Career Average Earnings Formula, or (c) the Minimum Benefit Formula, as provided by the Plan. Under each benefit computation, the annual benefit is a percentage of earnings or average annual earnings multiplied or adjusted by years of credited service, as defined by the Plan.

Benefits are payable in the form of a joint and survivor annuity, a single-life annuity, or other optional payment forms as set forth in the plan document.

If the present value of the pension benefits for participants other than certain grandfathered employees, as of the participant's normal retirement age does not exceed $5,000, the vested portion of the benefit will be distributed in a lump sum.

Depending on age and credited service at the time of retirement, certain grandfathered employees may qualify for other benefit supplements in addition to the basic benefit as set forth in the plan document.

The Plan also provides certain medical benefits (Note 2).

Expenses
The Plan's administrative and investment expenses may be paid by USA at the Committee's election. During 2010 and 2009, certain investment expenses were paid by the Master Trust and allocated monthly to the participating plans (Note 10). All other administrative expenses were paid by USA. Fees paid by USA on behalf of the Plan for administrative services amounted to $1,028,510 and $1,194,527 for the years ended December 31, 2010 and 2009, respectively.

Recent Accounting Pronouncements
In May 2011, the FASB issued ASU 2011-04 *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS.* ASU 2011-4 is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The amendments are of two types: (i) those that clarify the Board's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update is effective for annual periods beginning after December 15, 2011. The Company does not expect the adoption of this update will have a material impact on the Plan's financial statements.

In 2010, the FASB issued ASU No. 2010-06 which amends Fair Value Measurements and Disclosures – Overall (ASC Topic 820-10). This update requires a gross presentation of activities within the Level 3 rollforward and adds a new requirement to disclose transfers in and out of Level 1 and 2 measurements. The update further clarifies the existing disclosure requirements in ASC 820-10 regarding: i) the level of disaggregation of fair value measurements; and ii) the disclosures regarding inputs and valuation techniques. This update will be effective for our fiscal year beginning January 1, 2010 except for the gross presentation of the Level 3 transfers in and transfers out information, which is effective for the current fiscal year. The principal impact from this update will be expanded disclosures regarding our fair value measurements.

2. 401(h) Account

The Plan includes a medical-benefit component in addition to normal retirement benefits to fund a portion of the postretirement obligations for retirees and a spouse or dependent of the retiree in accordance with Section 401(h) of the Internal Revenue Code ("IRC"). A separate account was established for such contributions in the master trust (Note 10). In accordance with IRC Section 401(h), the Plan's investments in the 401(h) account may not be used for, or diverted to, any purpose other than providing health benefits for retirees and a spouse or dependent of the retiree. The related obligations for health benefits are not included in the Plan's obligations in the statement of accumulated plan benefits but are reported as obligations in the financial statements of the health and welfare benefit plan.

3. Summary of Significant Accounting Policies

Basis of Accounting
The accompanying financial statements have been prepared on the accrual basis of accounting.

Investments
The Plan's investment in the Master Trust is recorded at an amount equal to the Plan's interest in the underlying investments of the Master Trust. Investments of the Master Trust are stated at fair value. Common and preferred stock are stated at fair value based on published market closing prices. Investments in fixed income securities are valued by a pricing service which determines valuations of normal institutionalized trading units of such securities using methods based upon market transactions for comparable securities and various relationships between securities which are generally recognized by institutional traders, or at fair value as determined in good faith by the Trustee of the Trust. The fair value of the common collective trusts is valued at the closing net asset value on the last business day of the year. For those trusts recorded at contract value, the fair value and contract value are based on the fair value and contract value of the underlying investments in the trust. Interests in partnerships and joint ventures are valued at estimated fair value based on fair value as reported in the audited financial statements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan's net investment income from the Master Trust is reflected in the statement of changes in net assets available for benefits as net income from investment in the Master Trust (Note 10).

Derivatives
The Master Trust may enter into contractual arrangements (derivatives) in carrying out its investment strategy and is limited to the use of derivatives allowed by the investment guidelines principally to enhance returns on investments, manage portfolio risk, and hedge against market and interest rate fluctuations.

The following is a summary of the significant accounting policies associated with the Master Trust's use of derivatives:

Future Contracts
The Master Trust used equity index and fixed income future contracts to manage exposure to the market. Buying future tends to increase the Master Trust's exposure to the underlying instrument. Selling futures tends to decrease the Master Trust's exposure to the underlying instrument held or hedge the fair value of other fund investments. The Master Trust does not employ leverage in use of derivatives. Future contracts are valued at the last settlement price at the end of each day on the exchange upon which they are traded. Upon entering into a futures contract, the Master Trust is required to deposit either in cash or securities an amount ("initial margin") equal to a certain percentage of the nominal value of the contract. Pursuant to the futures contract, the Master Trust agrees to receive from, or pay to, the broker an amount of cash equal to the daily fluctuation in the value of the futures contract. Such receipts or payments are known as "variation margin" which are generally settled daily and are included in the unrealized gains (losses) on futures contracts. The Master Trust will record a variation margin receivable or payable in the Master Trust net assets for variation margins which have not yet been paid at the end of the year.

Futures contracts involve, to varying degrees, credit and market risk. The Master Trust enters into futures contracts on exchanges where the exchange acts as the counterparty to the transaction. Thus, credit risk on such transactions is limited to the failure of the exchange. The daily settlement on the futures contracts serves to greatly reduce credit risk. Losses in value may arise from changes in the value of the underlying instruments or if there is an illiquid secondary market for the contracts. In addition, there is risk that there may not be an exact correlation between a futures contract and the underlying index or security. As of December 31, 2010 and 2009, the unrealized gain/loss of futures contracts represents less than 1% of total investments.

A summary of open equity and fixed income futures of the Master Trust at December 31, 2010 and 2009 were as follows:

	2010 Contracts Long / (Short)	2010 Notional Value	2009 Contracts Long / (Short)	2009 Notional Value
US Treasury Notes 10 yr Future	150	$ 18,065,625	27	3,117,234
US Treasury Bonds Long Future	3	366,375	81	9,345,375
US Treasury Bonds Ultra Long Future	38	4,829,562	-	-
US Treasury Notes 5 yr Future	(90)	(10,594,687)	108	12,353,343
US Treasury Notes 2 yr Future	257	56,258,903	(214)	(46,280,843)
Euro 90-day Future	(98)	(97,069,000)	-	-
	260	(28,143,222)	2	(21,464,891)

All derivative instruments have been recorded in the financial statements of the Master Trust at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Benefit Payments
Benefits are recorded when paid. Metropolitan Life Insurance Company is the paying agent for distribution of benefits under the Plan.

Accumulated Plan Benefits
Accumulated plan benefits are those future benefit payments attributable under the Plan's provisions to service that employees have rendered. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that 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 benefit information date and the expected payment dates. The effect of plan amendments on accumulated plan benefits is recognized during the year in which such amendments become effective, but not prior to adoption. The actuarial present value of accumulated plan benefits was calculated as of January 1, 2010.

The significant actuarial assumptions used in determining accumulated Plan benefits as of December 31, 2009, are as follows:

Investment return	8.25% compounded annually
Mortality	2010 IRC 430 Static Annuitant and Nonannuitant Mortality Table
Retirement	Rates varying by age (55-70) and service for Grandfathered employees

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 might be applicable in determining the actuarial present value of accumulated Plan benefits.

Use of Estimates
The preparation of these financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to make estimates and assumptions that affect the reported 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. Actual results could differ from those estimates.

4. Funding Policy

Contributions to provide benefits under the Plan are made solely by USA. USA's funding policy is to make cash contributions to the Plan in amounts at least equal to the minimum required contribution as actuarially derived. During 2010 and 2009, USA contributed $13,988,815 and $29,148,666, respectively, to the Plan. These amounts met the ERISA minimum funding requirements.

Funding for medical benefits is described in Note 2.

On August 17, 2006, the Pension Protection Act of 2006 ("PPA Act"), a comprehensive pension reform legislation which revised many rules surrounding defined benefit plans was signed into law. The plan sponsor has implemented the provisions of the PPA Act and the impacts have been included in the Plan's financial statements.

5. Plan Termination

In the event the Plan is terminated, the net assets of the Plan will be distributed to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC") if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2010 that ceiling is $4,500 per month. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

If the Plan is terminated at some future time, whether all participants receive their benefits will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. The then existing assets and the PBGC guarantee may fully or partially provide some benefits while they may not provide for other benefits at all.

In October 2010, the Company notified employees and beneficiaries that it had elected to terminate the Plan as of the end of the plan year, which covered most of its employees. As a result, the Company curtailed certain future benefits from being earned under the Plan.

6. Tax Status

GAAP requires the Plan's management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not

be sustained upon examination by the Internal Revenue Service ("IRS"). The plan administrator has analyzed the tax positions by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

The Plan obtained its latest determination letter on July 30, 2009, which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter, however, the plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Accordingly, no provision is made for federal income taxes.

7. Related-Party Transactions

During 2010 and 2009, certain Plan investments were managed by Mellon or its affiliates. As Mellon has served as the Master Trustee and custodian of the Plan during these years, these transactions qualified as party-in-interest transactions, exempt as defined in ERISA Section 408 and regulations thereunder.

8. Risks and Uncertainties

The Plan, through its investment in the Master Trust, provides for investment in various investment securities (Note 10). Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and may impact the funded position of the Plan. As a result, the Plan may require additional funding in subsequent years.

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 would be material to the financial statements.

9. Information Certified by the Plan's Trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's trustee has certified that the following data included in the accompanying financial statements is complete and accurate as of December 31, 2010 and the year then ended:

- Investments, as shown in the statements of net assets available for benefits and in Note 3, 10 and 11.

- Net income from the investment in the USA Defined Benefit Master Trust, as shown in the statement of changes in net assets available for benefits.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and accordingly, such data is unaudited.

10. Investment in USA Defined Benefit Plan Master Trust

The Master Trust is a trust established for the Plan and several other defined benefit plans sponsored by USA. The following benefit plans participate in the Master Trust:

- USA Retirement Plan
- USA SRB Retirement Plan
- USA FERC Retirement Plan
- USA Retirement Plan for Employees at USA Florida Operations
- USA Retirement Plan for Hourly Employees

Each participating defined benefit plan has an undivided interest in the Master Trust. At December 31, 2010 and 2009, the Plan's interest in the net assets of the Master Trust was approximately 62.4% and 63.2%, respectively. The participating defined benefit plans originally purchased units of the Master Trust at a unit value of $1 per unit. The value of the units in the Master Trust is adjusted at the end of each month to reflect the earnings (losses) on investments plus the market value appreciation or (depreciation) of investments, net of investment-related expenses. Master Trust units are purchased and redeemed based upon the prior month's unit value.

The following table presents the participating plans' equity of the Master Trust as of December 31, 2010 and 2009:

	2010	2009
Interest bearing cash	$ 1,485,011	$ 1,844,675
Common/collective trusts	208,121,026	183,444,251
Preferred stocks	1,335,443	1,605,646
Common stocks	243,645,050	205,160,744
U.S. government securities	146,667,736	105,168,029
Corporate debt instruments	128,346,988	110,070,120
Foreign debt instruments	2,561,347	9,267,262
Interest in partnership / joint venture	1,014,555	-
Total investments	733,177,156	616,560,727
Receivables, including receivable on investments sold, dividend and interest receivable	22,697,795	27,127,816
Liabilities relating to purchases pending	(80,301,253)	(46,783,995)
Participating plan's equity	$ 675,573,698	$ 596,904,548

	2010	2009
Dividends	$ 2,836,163	$ 2,643,703
Interest	8,316,624	9,857,395
Net gain (loss) from		
Partnership/joint venture interests	71,790	-
Common/collective trusts	20,176,217	34,504,107
Preferred stocks	(31,842)	105,249
Common stocks	38,055,884	43,632,686
U.S. government securities	2,811,684	935,747
Corporate debt instruments	5,530,667	12,170,284
Other	1,600,686	138,587
	79,367,873	103,987,758
Investment expenses	(2,327,592)	(1,913,718)
Total investment gain	$ 77,040,281	$ 102,074,040

11. Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. ASC 820 also specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally-developed market assumptions. In accordance with ASC 820, fair value measurements are classified using the following hierarchy:

Level 1 – Quoted prices for identical instruments in active markets.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets.

Level 3 – Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable.

When available, quoted market prices are used to determine fair value and such measurements are classified within Level 1. In some cases where market prices are not available, observable market based inputs are used to calculate fair value, in which case the measurements are classified within Level 2. If quoted or observable market prices are not available, fair value is based upon internally developed models that use, where possible, current market-based parameters such as interest rates, yield curves and currency rates. These measurements are classified within Level 3.

Fair value measurements are classified according to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust at fair values as of December 31, 2010:

	Fair Value	Level 1	Level 2	Level 3
Interest bearing cash	$ 1,485,011	$ 1,485,011	$ -	$ -
Common/collective trusts				
Cash equivalents	19,906,809	19,906,809	-	-
Common stocks	172,006,667	172,006,667	-	-
Other investment companies	6,439,568	-	6,439,568	-
Fixed income securities	320,280	-	320,280	-
Convertible securities	48,042	-	48,042	-
Short-term securities	9,399,660	2,674,276	6,725,384	-
Preferred and common stocks				
U.S. large cap	161,228,838	161,228,838	-	-
U.S. mid cap	59,831,185	59,831,185	-	-
U.S. small cap	23,921,270	23,921,270	-	-
U.S. government securities	146,667,736	90,096,155	56,571,581	-
Corporate debt instruments				
Preferred	63,260,441	63,260,441	-	-
Common	65,086,547	65,086,547	-	-
Foreign debt instruments	2,561,347	-	2,561,347	-
Interest in partnerships / joint ventures	1,014,555	-	1,014,555	-
Total	$ 733,177,956	$ 659,497,199	$ 73,680,757	$ -

The fair value measurements at December 31, 2009 and their related inputs at the Master Trust level are as follows:

	Fair Value	Level 1	Level 2	Level 3
Interest bearing cash	$ 1,844,675	$ 1,844,675	$ -	$ -
Common/collective trusts				
Cash equivalents	14,643,032	14,643,032	-	-
U.S. Treasury	247,900	247,900	-	-
Common stocks	110,389,045	108,468,597	1,920,448	-
Other investment companies	47,076,936		47,076,936	-
Convertible securities	2,906,624		2,906,624	
Short-term securities	8,180,713	2,065,837	6,114,876	-
Preferred stocks	1,605,646	1,605,646	-	-
Common stocks	205,160,744	205,160,744	-	-
U.S. government securities	105,168,029	89,238,579	15,929,450	-
Corporate debt instruments	110,070,120	110,070,120		-
Foreign debt instruments	9,267,263		9,267,263	-
Total	$ 616,560,727	$ 533,345,130	$ 83,215,597	$ -

Fair Value Measurements of the Investments in Certain Entities that Calculate Net Asset Value per Share at December 31, 2010:

	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
Common collective trusts investing in equity securities	$ 116,621,498 (1)	$ -	N/A	daily, pending market conditions	1 to 3 days	N/A
Common collective trust investing in debt and equity securities	91,499,528 (1)	-	N/A	daily, pending market conditions	1 to 3 days	N/A
	$ 208,121,026	$ -				

These categories represent investments in the Common Collective Trusts investing in debt and equity securities as noted. Its investments are valued at Net Asset Value (NAV). All the funds have daily liquidity and are not subject to any redemption restrictions at the measurement date. The funds have different trading terms varying from one to three days.

12. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for pension benefits per the financial statements to the Form 5500 at December 31:

	2010	2009
Net assets available for plan benefits per the financial statements	$ 421,866,604	$377,168,973
Net assets held in 401(h) account included as assets in Form 5500	42,594,361	32,889,918
Net assets available for plan benefits per Form 5500	$ 464,460,965	$410,058,891

The net assets of the 401(h) account included in Form 5500 are not available to pay pension benefits but can be used only to pay retiree health benefits.

The following is a reconciliation of the changes in net assets per the financial statements to the Form 5500:

	For the Year Ended December 31, 2010		
	Amounts per Financial Statements	401(h) Account	Amounts per Form 5500
Net income from investment in the USA Defined Benefit Master Trust	$ 48,450,494	$ 4,707,979	$ 53,158,473
Employer contributions	13,988,815	4,996,464	18,985,279

13. Subsequent Events

For the year ended December 31, 2010, the Plan evaluated subsequent events from January 1, 2011 to October 17, 2011, the date that these financial statements were made available to be issued.

FINAL FILING

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

▶ **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: USA Retirement Plan

B Three-digit plan number (PN) ▶ 117

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF: United Space Alliance

D Employer Identification Number (EIN): 76-0492757

E Type of plan: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [ ] 101-500 [X] More than 500

Part I Basic Information

1 Enter the valuation date: Month 1 Day 1 Year 2010

2	Assets:			
	a Market value		**2a**	377,487,286
	b Actuarial value		**2b**	396,640,074
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	1,549	152,580,655
	b For terminated vested participants	**3b**	2,769	79,304,041
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		3,791,776
	(2) Vested benefits	**3c(2)**		202,598,689
	(3) Total active	**3c(3)**	3,489	206,390,465
	d Total	**3d**	7,807	438,275,161
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**	6.71 %
6	Target normal cost		**6**	14,271,110

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 George C. Sanger — Signature of actuary — 10/06/2011 — Date

George C. Sanger — Type or print name of actuary — 11-06326 — Most recent enrollment number

Hewitt Associates LLC — Firm name — (281)882-6352 — Telephone number (including area code)

9500 Lakeside Blvd

The Woodlands TX 77381-4211 — Address of the firm

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 [ ]

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)	0	9,290,607
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8)	0	9,290,607
10	Interest on item 9 using prior year's actual return of 21.34 %		1,982,616
11	Prior year's excess contributions to be added to prefunding balance:		
	a Excess contributions (Item 38 from prior year)		26,141
	b Interest on (a) using prior year's effective rate of 6.88 %		1,799
	c Total available at beginning of current plan year to add to prefunding balance		27,940
	d Portion of (c) to be added to prefunding balance		0
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)	0	11,273,223

Part III Funding percentages

14	Funding target attainment percentage	14	87.92 %
15	Adjusted funding target attainment percentage	15	87.92 %
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	80.00 %
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
04/15/2010	4,104,750				
07/05/2010	3,273,425				
10/15/2010	3,305,320				
12/15/2010	3,305,320				
			Totals ▶ 18(b)	13,988,815	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	13,438,917

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	2nd segment:	3rd segment:	
5.03 %	6.73 %	6.82 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	4
22 Weighted average retirement age	**22**	65

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**	14,271,110

32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	52,908,310	10,434,817
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**	24,705,927

	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	11,272,294	11,272,294

36 Additional cash requirement (item 34 minus item 35)	**36**	13,433,633
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	13,438,917
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	5,284
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)—2010 Plan Year
USA Retirement Plan
EIN: 76-0492757 PN: 117

Schedule SB, line 19—Discounted Employer Contributions

Year contributions apply for: 2010

Date	2010 Plan Year Contribution	Interest Adjusted Contribution (6.71%)
April 15, 2010	$ 4,104,750	$ 4,029,491
July 15, 2010	3,273,425	3,161,796
October 15, 2010	3,305,320	3,140,767
December 15, 2010	3,305,320	3,106,863
Total Contribution	$ 13,988,815	$ 13,438,917

Schedule SB Attachment (Form 5500)—2010 Plan Year
USA Retirement Plan
EIN: 76-0492757 PN: 117

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

The average retirement age shown in line 22 has been calculated by assuming the portion of each life that has not retired at each age according to the following table, using age 55 to first enter the table and assuming mid-year decrements. The estimated whole age of retirement is age 65. This was developed as follows:

(1) Age at Retirement	(2) Percentage of Total Group Retiring	Weighted Retirement Age (1)*(2)
55	5.00%	2.75
56	1.90%	1.06
57	1.86%	1.06
58	1.82%	1.06
59	2.68%	1.58
60	4.34%	2.60
61	4.12%	2.51
62	7.83%	4.85
63	7.04%	4.44
64	9.51%	6.09
65	13.47%	8.76
66	8.08%	5.34
67	6.47%	4.33
68	5.17%	3.52
69	4.14%	2.86
70	16.56%	11.59
		64.40
Adjustment for Mid-Year Decrements		.50
Expected Retirement Age		64.90

Schedule SB Attachment (Form 5500)—2010 Plan Year
USA Retirement Plan
EIN: 76-0492757 PN: 117

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

Interest Rates	Based on the Segment yield curve rates for September 2009: Segment 1: 5.03% Segment 2: 6.73% Segment 3: 6.82%
Mortality Rates	
Funding Healthy Lives	2010 Internal Revenue Code 430 Static Annuitant and Nonannuitant Mortality.
Disabled Lives	Same as Healthy Lives.
Disability Incidence	1987 Commissioner's Group Disability – 12-month elimination.
Salary Increases	Graded scale. For sample rates, see Table 1.
Retirement Age Active Participants	Retirement rates vary by age and service. For sample rates, see Table 2. Age 62.
Grandfathered Terminated Vested Participants	Age 63.
Other Terminated Vested Participants	
Turnover	Turnover rates vary by age and service. For sample rates, see Table 3.
Social Security Wage Base Increases	3.5%, compounded annually.
Survivor Benefits	80% of employees are assumed to be married. 50% of employees are assumed to elect survivor benefits. Wives are assumed to be three years younger than their husbands.
Optional Form Election	50% elect a single life annuity and 50% elect a joint and 50% survivor annuity
Expenses	None assumed.

Schedule SB Attachment (Form 5500)—2010 Plan Year
USA Retirement Plan
EIN: 76-0492757 PN: 117

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

Asset Valuation Method	The value of plan assets is used each year for developing the funding requirements of the plan. The value is a smoothed value and is set equal to average value of market value as of December 31, 2007, December 31, 2008 and December 31, 2009. Asset values prior to December 31, 2009 are adjusted for accumulated cashflows with interest between the asset date and December 31, 2009. The final value is limited to a corridor of 90% to 110% of market value of assets. This value may be reduced further by applicable funding balance when calculating certain results.
Actuarial Cost Method	Standard Unit Credit Cost Method.
Census Date/ Measurement Date	January 1, 2010.

Schedule SB Attachment (Form 5500)—2010 Plan Year
USA Retirement Plan
EIN: 76-0492757 PN: 117

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

Table 1

Salary Rates

Age	Rate
20-25	7.00%
25-30	6.25%
30-35	6.00%
35-40	5.50%
40-45	5.00%
45-50	4.50%
50-55	4.25%
55-60	4.00%
60-65	3.50%
65+	3.50%
Average 20-65	5.11%
Average 45-65	4.08%

Table 2

Retirement Rates

	Grandfathered[1]			
Age	Svc 0-19	Svc 20-25	Svc 25+	Others
55	7.00%	7.00%	15.00%	5.00%
56	5.00%	5.00%	10.00%	2.00%
57	5.00%	5.00%	10.00%	2.00%
58	5.00%	5.00%	10.00%	2.00%
59	5.00%	5.00%	10.00%	3.00%
60	10.00%	10.00%	20.00%	5.00%
61	10.00%	10.00%	20.00%	5.00%
62	15.00%	15.00%	20.00%	10.00%
63	15.00%	15.00%	20.00%	10.00%
64	15.00%	15.00%	20.00%	15.00%
65	25.00%	25.00%	25.00%	25.00%
66	20.00%	20.00%	20.00%	20.00%
67	20.00%	20.00%	20.00%	20.00%
68	20.00%	20.00%	20.00%	20.00%
69	20.00%	20.00%	20.00%	20.00%
70+	100.00%	100.00%	100.00%	100.00%

[1] Rate increased to 20.0% at 85 points (age plus service).

Schedule SB Attachment (Form 5500)—2010 Plan Year
USA Retirement Plan
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods
Table 3

Turnover Rates

	Years of Vesting Service	
Age	**Less Than 5**	**5 or More**
20	15.00%	15.00%
25	11.74%	11.74%
30	11.45%	8.89%
35	9.50%	6.89%
40	7.39%	5.24%
45	6.22%	3.86%
50	5.51%	3.17%
55	4.78%	2.70%
60	3.72%	2.63%
65	0.00%	0.00%

Schedule SB Attachment (Form 5500)—2010 Plan Year
USA Retirement Plan
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Schedule SB, Part V—Summary of Plan Provisions

Effective Date

Original Plan	January 1, 1986.
Transfer to USA	March 1, 1999.
Latest Amendment	January 1, 2006.

Eligible Employee

Employees of USA other than employees covered by a collective bargaining agreement that does not provide for participation. Employees hired after September 30, 2006 are not eligible.

Retirement Benefits

Normal

Date

Last day of the month in which employee reaches age 65 or his fifth anniversary of employment, if later.

Benefit

Greater of (i), (ii), or (iii):

(i) **Regular Benefit:** 1.5% of Average Monthly Earnings minus Offset Percentage of Social Security Earnings Limit per year of credited service (maximum 35 years).

(ii) **Minimum Benefit:** 1.5% of Average Monthly Earnings up to $2,333.33 per year of credited service (maximum 35 years).

(iii) **Career Average Benefit:** Benefit accrued December 31, 1988 plus, for each year of credited service thereafter, 1.75% of Earnings.

Early

Date

Last day of any month after employee reaches age 55 and completes ten years of vesting service, but before normal retirement age.

Benefit

Benefit determined as for normal retirement, based on service and compensation to early retirement date, payable immediately with a reduction of 5/9% of each of the first 60 months and 5/18% for each additional month by which benefit commencement precedes normal retirement date.

Late

Date

Last day of any month after employee reaches normal retirement age.

Benefit

Benefit determined as for normal retirement, based on service and compensation to actual retirement date.

Disability

None.

Schedule SB, Part V—Summary of Plan Provisions (continued)

Termination Benefits	On termination of employment after five years of Vesting Service, an employee is entitled to a deferred vested benefit determined as for normal retirement, based on service and compensation to his date of termination. The deferred vested benefit is payable without reduction beginning at age 65, or if the employee had at least ten years of vesting service at termination, at any time after age 55 with a reduction of 5/9% for each of the first 60 months and 5/18% for each additional month by which benefit commencement precedes normal retirement date. If a married former employee dies before benefits commence, the surviving spouse will receive a deferred benefit as if the former employee had survived to earliest retirement date, retired with the surviving spouse benefit described in “Death Benefits After Retirement” below, and then died.
Death Benefits Before Retirement	
After Ten Years of Vesting Service	On death of a married employee after ten years of vesting service, the surviving spouse is entitled to an immediate lifetime benefit as if the employee had attained age 55, retired with the surviving spouse benefit described in “Death Benefits After Retirement” below, and then died.
After Five but less than Ten Years of Vesting Service	On death of a married employee after five but less than ten years of vesting service, the surviving spouse is entitled to a deferred lifetime benefit as if the employee had survived to normal retirement age, retired with the surviving spouse benefit described in “Death Benefits After Retirement” below, and then died.

Schedule SB, Part V—Summary of Plan Provisions (continued)

Death Benefits After Retirement

Normal Form for Single Participants	Single life annuity.
Normal Form for Married Participants	Reduced joint and survivor annuity providing 50% of the employee's reduced benefit to the spouse after his death. Reduction is 12%, plus 1/2% for each full year that employee's age exceeds spouse's age by more than five years, or minus 1/2% for each full year that spouse's age exceeds employee's age by more than five years. Not effective during first year of marriage.

Employees Transferred from Rockwell's Aerospace Salaried Plan

Less Than Five Years of Vesting Service at Transfer	Benefits will be determined under the USA provisions using Aerospace Salaried service plus USA service. The retirement benefit under the USA plan will not be less than the benefit accrued under the Aerospace Salaried plan as of the date of transfer.
Five or More Years of Vesting Service at Transfer	Benefits will be determined under provisions similar to the Aerospace Salaried plan, using total service and compensation under Aerospace Salaried and USA.

Supplemental Benefits

A participant who has 20 or more years of credited service who has attained age 60 but not age 62 is entitled to receive $375 per month until the earliest of age 62, death, or the month in which he is first entitled to receive Social Security. Any participant who retires as an Eligible Employee and the sum of his age and credited service as of his retirement date equals at least 85 and whose age is between 55 and 62 will receive the excess of the greater of:

a) $1,600

b) Benefits earned under the Aerospace Salaried Plan plus 1-1/2% of Average Qualifying Salary multiplied by difference in credited service after December 31, 1983 under this Plan and Preceding Plans of Affiliated Rockwell Companies (not in excess of 35 years) and credited service after December 31, 1983 under Preceding Plans of Affiliated Rockwell Companies (not in excess of 25 years).

Schedule SB, Part V—Summary of Plan Provisions (continued)

Average Monthly Earnings

Highest average of Earnings for five consecutive years out of the final ten years of credited service. Earnings means the monthly basic compensation on January 1 plus 1/12 of any lump sum merit awards in lieu of merit increases during the preceding calendar year (not in excess of $245,000 for 2010, indexed thereafter).

Social Security Earnings Limit

Lesser of Average Monthly Earnings, or the monthly average of the Social Security wage bases during the 35 calendar years ending with the calendar year before the year in which the employee reaches Social Security retirement age, assuming no change in the wage base after the calendar year of determination.

Offset Percentage

Year of Birth	Percentage
1937 and earlier	.480%
1938 through 1954	.455%
1955 and later	.430%

Employee Contributions

None.

Optional Forms of Payment

In addition to a single life annuity, the plan offers a 50% Joint and Survivor Annuity. For certain former Rockwell employees, 66-2/3% and 100% Joint and Survivor and Social Security Level Benefit Option are also available.

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, 2010, by United Space Alliance. Asset information and the dates and amounts of contributions are based on information supplied by United Space Alliance.

The plan was amended December 22, 2010 to freeze benefit accruals and terminate the plan as of December 31, 2010. Notices of Intent to Terminate were sent to plan participants on November 1, 2010.

As of December 31, 2010, assets have not been distributed to plan participants in connection with the plan termination. While a Form 5500 will be filed for the 2011 plan year, this 2010 Schedule SB is the final Schedule SB filing for this plan, representing the termination date of December 31, 2010.

Schedule SB Attachment (Form 5500)—2010 Plan Year
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Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following changes:

- A change in the interest rate assumption from a full yield curve producing an effective interest rate of 6.88% to segment rates producing an effective interest rate of 6.71%.

- A change in the mortality assumption from the 2009 Static Mortality Table for Annuitants and Non-Annuitants to the 2010 Static Mortality Table for Annuitants and Non-Annuitants.

These changes were made to better reflect anticipated plan experience.

Schedule SB Attachment (Form 5500)—2010 Plan Year
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Schedule SB, line 25—Change in Method

- A change in the interest rate assumption from the September full yield curve to September segment rates.

Note that these changes will affect the comparability of the funding valuation results for the 2010 plan year and the funding valuation results for prior plan years.

Schedule SB Attachment (Form 5500)—2010 Plan Year
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Schedule SB, line 26—Schedule of Active Participant Data

Number of Participants and Average Compensation

	Years of Service								
Age	**0 – 4**	**5 – 9**	**10 – 14**	**15 – 19**	**20 – 24**	**25 – 29**	**30 – 34**	**35+**	**Total**
< 25	6 0								6 0
25–29	101 58,920	54 56,531							155 58,087
30–34	58 59,315	159 61,199	81 62,469	2					300 60,978
35–39	29 64,223	101 63,525	207 65,894	15	4				356 65,118
40–44	24 62,684	94 66,599	124 67,122	78 66,212	85 76,979	1			406 68,462
45–49	30 69,940	114 72,267	145 77,475	80 65,266	264 82,518	30 81,279	4		667 76,954
50–54	32 78,751	75 78,805	122 78,777	68 64,596	231 83,648	54 64,914	45 76,451	1	628 77,551
55–59	12	69 88,578	104 85,793	52 72,777	175 87,053	41 69,662	33 68,968	3	489 83,519
60–64	13	31 97,437	60 89,668	36 77,690	113 84,236	29 63,368	26 58,214	8	316 82,406
65–69	1	17	45 94,311	9	42 81,634	5	7	3	129 90,738
70+		5	12	1	14	1	2	2	37 84,570
Total	306 68,240	719 71,301	900 75,118	341 68,458	928 82,989	161 68,164	117 69,478	17 0	3,489 74,617

Schedule SB Attachment (Form 5500)—2010 Plan Year
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Schedule SB, line 32—Schedule of Amortization Bases

Date Established	Type of Base	Present Value of Remaining Installments	Number of Years Remaining	Amortization Amount
1/1/2010	Funding Shortfall	$ (17,887,471)	7	$ (3,010,319)
1/1/2009	Funding Shortfall	$ 70,795,781	6	$ 13,445,136