

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 12/25/2009 and ending 12/24/2010	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☐ the final return/report;</div><div>☐ an amended return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan USA RET FOR EMPLOYEES OF USA FLORIDA OPERATIONS	1b Three-digit plan number (PN) ▶ 014
		1c Effective date of plan 12/25/1984
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 STREET HOUSTON, TX 77058	3b Administrator's EIN 72-1590233 3c Administrator's telephone number 281-282-3759
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	1066
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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	505
b Retired or separated participants receiving benefits.....	6b	304
c Other retired or separated participants entitled to future benefits.....	6c	182
d Subtotal. Add lines 6a , 6b , and 6c	6d	991
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	69
f Total. Add lines 6d and 6e	6f	1060
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	2

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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 3H 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) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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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 2009 This Form is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 12/25/2009 and ending 12/24/2010

▶ **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 RET FOR EMPLOYEES OF USA FLORIDA OPERATIONS	B Three-digit plan number (PN) ▶ 014
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: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month 12 Day 25 Year 2009	
2 Assets:	
a Market value	2a 42307387
b Actuarial value	2b 43872350
3 Funding target/participant count breakdown	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 330 19025974
b For terminated vested participants	3b 151 3808810
c For active participants:	
(1) Non-vested benefits	3c(1) 4981818
(2) Vested benefits	3c(2) 23587969
(3) Total active	3c(3) 587 28569787
d Total	3d 1068 51404571
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 6.69 %
6 Target normal cost	6 1744512

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
GEORGE C. SANGER	Signature of actuary	Date
HEWITT ASSOCIATES LLC	Type or print name of actuary	11-06326
9500 LAKESIDE BLVD THE WOODLANDS, TX 77381-4211	Firm name	Most recent enrollment number
	Address of the firm	281-882-6352
		Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	1337839	0
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).....	1337839	0
10	Interest on item 9 using prior year's actual return of <u>21.86</u> %	292452	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		2393
b	Interest on (a) using prior year's effective rate of <u>7.98</u> %		191
c	Total available at beginning of current plan year to add to prefunding balance		2584
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).....	1630291	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	82.17 %
15	Adjusted funding target attainment percentage.....	15	82.17 %
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	86.40 %
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	550750				
07/15/2010	429350				
10/15/2010	440000				
12/15/2010	440000				
			Totals ►	18(b)	1860100
				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	1785025
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.03 %	2nd segment: 6.73 %	3rd segment: 6.82 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 3
22 Weighted average retirement age				22 64
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	1744512
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	9162512	1655602
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	3400114
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	1615101
36 Additional cash requirement (item 34 minus item 35).....	36	1785013
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	1785025
38 Interest-adjusted excess contributions for current year (see instructions).....	38	12
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

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
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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
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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
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 12/25/2009 and ending 12/24/2010		
A Name of plan USA RET FOR EMPLOYEES OF USA FLORIDA OPERATIONS	B Three-digit plan number (PN) ►	014
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
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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)	42560270	47454017
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	42560270	47454017

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	42560270	47454017
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1860100	
(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)		1860100
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)		5156779
(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		7016879

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2123132	
(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)		2123132
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		2123132

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4893747
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: PRICEWATERHOUSECOOPERS LLP

(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.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		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?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		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.		X	

- 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)

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

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

For calendar plan year 2009 or fiscal plan year beginning 12/25/2009 and ending 12/24/2010

A Name of plan <u>USA RET FOR EMPLOYEES OF USA FLORIDA OPERATIONS</u>	B Three-digit plan number (PN) ▶ <u>014</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED SPACE ALLIANCE LLC</u>	D Employer Identification Number (EIN) <u>76-0492757</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>13-5581829</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>0</u>

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

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

Part III	Amendments
-----------------	-------------------

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

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

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

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

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Stock: 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 for Employees at USA Florida Operations

**Financial Statements
December 24, 2010 and 2009**

USA Retirement Plan for Employees at USA Florida Operations

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Report of Independent Auditors

To the Participants and Administrator of the
USA Retirement Plan for Employees at USA Florida Operations

We were engaged to audit the financial statements of USA Retirement Plan for Employees at USA Florida Operations (the "Plan") at December 24, 2010 and December 24, 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 8, 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 24, 2010 and 2009 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.

A handwritten signature in black ink, appearing to read "PricewaterhouseCoopers LLP".

Houston, Texas
October 17, 2011

USA Retirement Plan for Employees at USA Florida Operations
Statements of Net Assets Available for Plan Benefits
December 24, 2010 and 2009

	2010	2009
Assets		
Investment in the USA Defined Benefit Master Trust, at fair value	<u>\$ 47,454,017</u>	<u>\$ 42,560,270</u>
Net assets available for plan benefits	<u>\$ 47,454,017</u>	<u>\$ 42,560,270</u>

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

USA Retirement Plan for Employees at USA Florida Operations
Statements of Changes in Net Assets Available for Plan Benefits
Years Ended December 24, 2010 and 2009

	2010	2009
Net assets available for plan benefits, beginning of year	<u>\$ 42,560,270</u>	<u>\$ 33,438,500</u>
Net income from investment in the USA Defined Benefit Master Trust	5,156,779	8,163,958
Employer contributions	1,860,100	2,686,893
Benefit payments	<u>(2,123,132)</u>	<u>(1,729,081)</u>
Net increase	<u>4,893,747</u>	<u>9,121,770</u>
Net assets available for plan benefits, end of year	<u>\$ 47,454,017</u>	<u>\$ 42,560,270</u>

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

USA Retirement Plan for Employees at USA Florida Operations
Statement of Accumulated Plan Benefits
December 24, 2009

Actuarial present value of accumulated plan benefits

Vested benefits

Participants currently receiving benefit payments	\$ 16,844,290
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Other participants	<u>22,008,804</u>
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Total vested benefits	38,853,094
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Nonvested benefits	<u>4,126,832</u>
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Total actuarial present value of accumulated plan benefits	<u>\$ 42,979,926</u>
--	----------------------

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

USA Retirement Plan for Employees at USA Florida Operations
Statement of Changes in Accumulated Plan Benefits
Year Ended December 24, 2009

Actuarial present value of accumulated plan benefits, beginning of year	<u>\$ 40,457,145</u>
Increase during the year attributable to	
Net benefits accumulated including experience for year	904,877
Increase due to passage of time	3,272,532
Benefit payments	(1,729,081)
Changes in actuarial assumptions	<u>74,453</u>
Net increase	<u>2,522,781</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 42,979,926</u>

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

USA Retirement Plan for Employees at USA Florida Operations

Notes to Financial Statements

Year Ended December 24, 2009

1. Description of the Plan

The following description of the USA Retirement Plan for Employees at USA Florida Operations (the "Plan") 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

In 1996, Lockheed Martin Corporation ("Lockheed Martin") entered into a joint venture with Rockwell International, Inc., to form United Space Alliance, LLC ("USA" or the "Company"). As part of the formation of this joint venture, Lockheed Martin agreed to transfer its employees of Lockheed Martin Space Operations ("LMSO") to USA. The transfer of assets out of the Combined Lockheed Martin Corporation Master Retirement Trust to the Plan occurred in April 1999.

Eligibility

The Plan is a defined benefit plan covering substantially all Florida hourly employees represented by the International Association of Machinists and Aerospace Workers ("IAM") Local Lodge 2061 ("Represented Employees") originally hired by Lockheed Martin before July 1, 1992, and subsequently transferred to USA.

As a result of a collective bargaining agreement effective as of June 2001, all represented employees hired after July 1, 1992, previously receiving capital accumulation contributions under the USA Retirement Savings Plan (the "USA Savings Plan"), ceased receiving such contributions and commenced participation and accrual of credited service under this Plan as of December 25, 2001. Collective bargaining agreement expires September 2008.

Independent contractors and "leased" employees within the meaning of Internal Revenue Code 414(n)(2) are not eligible to participate in this Plan.

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 The Bank of New York Mellon ("Mellon" or the "Master Trustee"). The Master Trust was established for the collective investment of certain defined benefit plans sponsored by USA. In July 1999, the Plan adopted the USA Master Trust and, accordingly, transferred the assets of the Plan to the Master Trust.

Pension Benefits

Under the terms of the Plan, participants are fully vested after five years of service and are eligible for normal retirement benefits upon the later of age 65 or five years of service. Certain provisions exist for early retirement, death, and disability benefits. The Plan also provides for benefits upon meeting certain other preconditions.

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

USA Retirement Plan for Employees at USA Florida Operations

Notes to Financial Statements

December 24, 2010 and 2009

Monthly normal retirement payments are calculated as follows:

If a participant terminated employment prior to January 1, 2002, the monthly normal retirement benefit is calculated as:

Date of Service	Earnings Amount
January 1, 1978, through January 1, 1981	\$12.00 x credited service
January 1, 1981, through January 1, 1983	\$14.00 x credited service
October 1, 1983, through December 25, 1991	\$25.00 x credited service
December 25, 1991, through December 24, 1998	\$28.00 x credited service

No more than 40 years of credited service will be used.

If a participant terminates from active employment and retires on or after January 1, 2002, and was hired before July 1, 1992, the monthly normal retirement benefit is calculated as:

Date of Service	Earnings Amount
January 1, 1978, through January 1, 1981	\$12.00 x credited service
January 1, 1981, through January 1, 1983	\$14.00 x credited service
October 1, 1983, through December 25, 2001	\$40.00 x credited service
After December 25, 2001, through December 24, 2004	\$50.00 x credited service

Participants who retire and begin receiving a monthly benefit on or after January 1, 2005, the monthly normal retirement benefit shall be determined by multiplying the participant's years of credited service after December 25, 2004, by \$60.00. For a participant who is an active employee effective December 24, 2004, and retires on or after January 1, 2005, the benefit for credited service earned for the period of October 2, 1983, to December 25, 2001 shall increase from \$40.00 to \$45.00 per month per year of credited service.

No more than 40 years of credited service will be used.

Eligible participants will receive early retirement benefits reduced in a manner set forth in the plan document based upon age and service at termination. In the event a participant who meets all requirements for early retirement and remains on early retirement until he attains age sixty-five (65), he shall receive a supplemental payment amount of five dollars (\$5.00) per month for each year of Credited Service as of the date of early retirement, up to a maximum of one hundred twenty-five dollars (\$125.00) per month.

Benefits are payable in the form of a joint and survivor annuity option, a single-life annuity, or other payment forms as set forth in the plan document. If the present value of the pension benefits 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.

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

USA Retirement Plan for Employees at USA Florida Operations

Notes to Financial Statements

December 24, 2010 and 2009

Expenses

The Plan's administrative and investment expenses may be paid by USA at the Committee's election. During the years ended December 24, 2010 and 2009, certain investment expenses were paid by the Master Trust and allocated monthly to the participating plans (Note 9). All other administrative expenses were paid by USA. Fees paid by USA on behalf of the Plan for administrative services amounted to \$115,615 and \$131,588 for the plan years ended December 24, 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. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan 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 9).

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

USA Retirement Plan for Employees at USA Florida Operations

Notes to Financial Statements

December 24, 2010 and 2009

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 24, 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 24, 2010 and 2009 were as follows:

	2010		2009	
	Contracts	Notional	Contracts	Notional
	Long / (Short)	Value	Long / (Short)	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)	-	-
	<u>260</u>	<u>(28,143,222)</u>	<u>2</u>	<u>(21,464,891)</u>

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

USA Retirement Plan for Employees at USA Florida Operations

Notes to Financial Statements

December 24, 2010 and 2009

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 December 25, 2009.

The significant actuarial assumptions used in determining accumulated plan benefits as of December 24, 2009, were as follows:

Investment return	8.25% compounded annually
Mortality	2010 IRC 430 Static Annuitant and Nonannuitant Mortality Table
Retirement	Varies between ages of 55 to 70

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 and 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.

Plan Year End

The plan year ends on December 24 of each year and, therefore, differs from the fiscal year end of Master Trust. All asset custodian-supplied information and valuations are reported based on a calendar-year basis. Account balances have been adjusted to reflect amounts at December 24, 2010 and 2009.

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

USA Retirement Plan for Employees at USA Florida Operations

Notes to Financial Statements

December 24, 2010 and 2009

3. 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 the plan year ended December 24, 2010 and 2009, USA contributed \$1,860,100 and \$2,686,893, respectively, to the Plan. These amounts met the ERISA minimum funding requirements.

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.

4. 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.

5. 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 24, 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

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

USA Retirement Plan for Employees at USA Florida Operations

Notes to Financial Statements

December 24, 2010 and 2009

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.

6. 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.

7. Risks and Uncertainties

The Plan, through its investment in the Master Trust, provides for investment in various investment securities (Note 9). 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.

8. 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 24, 2010 and 2009, and the years then ended:

- Investments, as shown in the statements of net assets available for benefits and in Note 2, 9 and 10.
- 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.

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

USA Retirement Plan for Employees at USA Florida Operations

Notes to Financial Statements

December 24, 2010 and 2009

9. 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. As of December 24, 2010 and 2009, the Plan's interest in the net assets of the Master Trust was approximately 7.02% and 7.09%, 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 24:

	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	243,645,850	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	733,177,956	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	\$675,574,498	\$ 596,904,548

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

USA Retirement Plan for Employees at USA Florida Operations
Notes to Financial Statements
December 24, 2010 and 2009

	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
	<u>79,367,873</u>	<u>103,987,758</u>
Investment expenses	(2,327,592)	(1,913,718)
Total investment gain	<u>\$ 77,040,281</u>	<u>\$ 102,074,040</u>

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

USA Retirement Plan for Employees at USA Florida Operations

Notes to Financial Statements

December 24, 2010 and 2009

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

USA Retirement Plan for Employees at USA Florida Operations
Notes to Financial Statements
December 24, 2010 and 2009

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust at fair values as of December 24, 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	<u>\$ 733,177,956</u>	<u>\$ 659,497,199</u>	<u>\$ 73,680,757</u>	<u>\$ -</u>

The fair value measurements at December 24, 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	<u>\$ 616,560,727</u>	<u>\$ 533,345,130</u>	<u>\$ 83,215,597</u>	<u>\$ -</u>

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

USA Retirement Plan for Employees at USA Florida Operations
Notes to Financial Statements
December 24, 2010 and 2009

Fair Value Measurements of the Investments in Certain Entities that Calculate Net Asset Value per Share at December 24, 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	\$ 118,621,498 ⁽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
	<u>\$ 208,121,026</u>	<u>\$ -</u>				

- (1) 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.

11. Subsequent Events

For the year ended December 24, 2010, the Plan evaluated subsequent events from December 25, 2010 to October 17, 2011, the date that these financial statements were made available to be issued.

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

FINAL FILING

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2009 This Form Is Open to Public Inspection
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For calendar plan year 2009 or fiscal plan year beginning 12/25/2009 and ending 12/24/2010

▶ **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 IAM Retirement Plan	B Three-digit plan number (PN) ▶ <u>014</u>
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: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1	Enter the valuation date: Month <u>12</u> Day <u>25</u> Year <u>2009</u>		
2	Assets:		
	a Market value.....	2a	42,307,387
	b Actuarial value.....	2b	43,872,350
3	Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	330
	b For terminated vested participants	3b	151
	c For active participants:		
	(1) Non-vested benefits.....	3c(1)	4,981,818
	(2) Vested benefits.....	3c(2)	23,587,969
	(3) Total active	3c(3)	587
	d Total.....	3d	1,068
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	6.69 %
6	Target normal cost.....	6	1,744,512

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

SIGN HERE	 Signature of actuary	<u>10/06/2011</u> Date
<u>George C. Sanger</u> Type or print name of actuary		<u>11-06326</u> Most recent enrollment number
<u>Hewitt Associates LLC</u> Firm name		<u>(281) 882-6352</u> Telephone number (including area code)
<u>9500 Lakeside Blvd</u> Address of the firm		
<u>The Woodlands TX 77381-4211</u> 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 ☐

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

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	1,337,839	0
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)	1,337,839	0
10 Interest on item 9 using prior year's actual return of <u>21.86</u> %	292,452	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		2,393
b Interest on (a) using prior year's effective rate of <u>7.98</u> %		191
c Total available at beginning of current plan year to add to prefunding balance		2,584
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)	1,630,291	0

Part III Funding percentages		
14 Funding target attainment percentage	14	82.17 %
15 Adjusted funding target attainment percentage	15	82.17 %
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	86.40 %
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	550,750				
07/15/2010	429,350				
10/15/2010	440,000				
12/15/2010	440,000				
Totals ▶			18(b)	1,860,100	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	1,785,025

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:**a** Segment rates:1st segment:
5.03 %2nd segment:
6.73 %3rd segment:
6.82 %☐ N/A, full yield curve used**b** Applicable month (enter code)**21b**

3

22 Weighted average retirement age**22**

64

23 Mortality table(s) (see instructions) ☐ Prescribed - combined☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.**27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contribution for all prior years**28**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)**29**

0

30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)**30**

0

Part VIII Minimum required contribution for current year**31** Target normal cost, adjusted, if applicable (see instructions)**31**

1,744,512

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

9,162,512

1,655,602

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**

3,400,114

Carryover balance

Prefunding balance

Total balance

35 Balances used to offset funding requirement

0

1,615,101

1,615,101

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

1,785,013

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

1,785,025

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

12

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)**39**

0

40 Unpaid minimum required contribution for all years**40**

0

Schedule SB Attachment (Form 5500)—2009 Plan Year
IAM Retirement Plan
EIN: 76-0492757 PN: 014

Schedule SB, line 19—Discounted Employer Contributions
Year applied for contributions: 2009

Date	2009 Plan Year Contribution	Interest Adjusted Contribution (6.69%)
April 15, 2010	\$ 550,750	\$ 540,010
July 15, 2010	429,350	414,235
October 15, 2010	440,000	417,638
December 15, 2010	<u>440,000</u>	<u>413,142</u>
Total Contribution	\$ 1,860,100	\$ 1,785,025

Schedule SB Attachment (Form 5500)—2009 Plan Year
IAM Retirement Plan
EIN: 76-0492757 PN: 014

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 64. This was developed as follows:

(1)		(2)		
Age at Retirement	Retirement Rate	Percentage of Total Group Active	Percentage of Total Group Retiring	Weighted Retirement Age (1)*(2)
55	5.00%	95.00%	5.00%	2.75
56	2.00%	93.10%	1.90%	1.06
57	2.00%	91.24%	1.86%	1.06
58	2.00%	89.41%	1.82%	1.06
59	3.00%	86.73%	2.68%	1.58
60	5.00%	82.39%	4.34%	2.60
61	5.00%	78.27%	4.12%	2.51
62	15.00%	66.53%	11.74%	7.28
63	25.00%	49.90%	16.63%	10.48
64	25.00%	37.43%	12.48%	7.98
65	25.00%	28.07%	9.36%	6.08
66	20.00%	22.46%	5.61%	3.71
67	20.00%	17.96%	4.49%	3.01
68	20.00%	14.37%	3.59%	2.44
69	20.00%	11.50%	2.87%	1.98
70	100.00%	0.00%	11.50%	<u>8.05</u>
				63.64
Adjustment for Mid-Year Decrement				<u>.50</u>
Expected Retirement Age				64.14

Schedule SB Attachment (Form 5500)—2009 Plan Year
IAM Retirement Plan
EIN: 76-0492757 PN: 014

Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following changes in conjunction with the implementation of PPA:

- A change in the interest rate assumption from a full yield curve producing an effective interest rate of 7.98% to segment rates producing an effective interest rate of 6.69%.

Schedule SB Attachment (Form 5500)—2009 Plan Year
IAM Retirement Plan
EIN: 76-0492757 PN: 014

Schedule SB, Part V—Summary of Plan Provisions

Original Plan June 2, 1984.
Transfer to USA July 4, 1998.
Latest Amendment 2007.

Eligible Employee

Hourly employees in the IAM bargaining unit at USA Florida operations. Employees hired on or after July 1, 1992 and before December 25, 2001 accrue service from December 25, 2001. Employees hired after November 4, 2007 are not eligible

Retirement Benefits

Normal
Date

First day of the month following the later of the employee's 65th birthday and the earlier of the fifth anniversary of employment or five years of service.

Benefit

Monthly benefit equal to credited service (maximum 40 years) multiplied by the following:

Date of Service	Old Benefit Unit	New Benefit Unit
01/01/1978 – 12/24/2001	\$ 45.00 (was \$40.00)	\$ 45.00
12/25/2001 – 12/24/2004	\$ 50.00	\$ 70.00
12/25/2004 and later	\$ 60.00 (was \$50.00)	\$ 70.00

Early
Date

First day of any month after the employee attains 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 without reduction if employee is at least age 65 or if the sum of the employee's age and service is at least 85 points. Otherwise, reduced 2.5% for each year by which the employee's age is less than 65, or if less, the sum of the employee's age and service is less than 85.

Schedule SB Attachment (Form 5500)—2009 Plan Year
IAM Retirement Plan
EIN: 76-0492757 PN: 014

Schedule SB, Part V—Summary of Plan Provisions

Retirement Benefits (continued)

Late Date	First 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 Date	On total and permanent disability after the employee completes ten years of service, but before age 65.
Benefit	Benefit determined as of normal retirement, based on service to date of disability, payable without reduction for early commencement until age 65. Reduced by the excess of plan benefits and worker's compensation over 60% of monthly pay at disability. If eligible for early retirement, the employee will receive a supplemental monthly benefit equal to \$5 multiplied by credited service, but not more than \$125.

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 to date of termination. The deferred vested benefit is payable without reduction at or after age 65, or beginning any time after age 55 and ten years of vesting service with an approximate actuarial reduction. The reduction for early commencement is the same as the Early Retirement benefit described above if termination is due to layoff and the employee has at least 25 years of service. If employee dies before benefits commence, the surviving spouse will receive the surviving spouse benefit described in the "Death Benefits Before Retirement" section below.

Death Benefits Before Retirement

On death of married employee after completing five years of vesting service, the surviving spouse is entitled to a lifetime benefit equal to the benefit which would have been payable if the employee had survived to the employee's earliest retirement date and retired with the joint and 100% survivor benefit described in the "Death Benefits After Retirement" section below.

Schedule SB Attachment (Form 5500)—2009 Plan Year
IAM Retirement Plan
EIN: 76-0492757 PN: 014

Schedule SB, Part V—Summary of Plan Provisions

Death Benefits After Retirement

Normal Form for Single Participants	Single life annuity.
Normal Form for Married Participants	Reduced joint and survivor annuity providing 50%, 75% or 100% of the employee's reduced benefit to the spouse after the employee's death.
Alternate Forms	Single life annuity 10 years certain, joint and survivor annuity for 50%, 66-2/3% or 100% or Social Security adjustment option to age 65.

Supplemental Benefits None.

Employee Contributions None.

Optional Forms of Payment In addition to a single life annuity, the plan offers 50% Joint and Survivor, 66-2/3% Joint and Survivor, 100% Joint and Survivor and 10 year certain annuities. For some members who have elected early retirement, Social Security Adjustment Option is 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 December 25, 2009, 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 24, 2010. Notices of Intent to Terminate were sent to plan participants on October 25, 2010.

As of December 24, 2010, assets have not been distributed to plan participants in connection with the plan termination. While a Form 5500 will be filed for the 2010 plan year, this 2009 Schedule SB is the final Schedule SB filing for this plan, representing the termination date of December 24, 2010.

Schedule SB Attachment (Form 5500)—2009 Plan Year
IAM Retirement Plan
EIN: 76-0492757 PN: 014

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

Funding Valuation

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

Funding

Healthy Lives

2009 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

Not applicable.

Retirement Age

Retirement rates varying by age as follows:

Age	Rate ¹
55	0.05
56-58	0.02
59	0.03
60-61	0.05
62	0.15
63-65	0.25
66-69	0.20
70	1.00

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

Terminated employees with deferred vested benefits are assumed to retire at age 63.

Schedule SB Attachment (Form 5500)—2009 Plan Year
IAM Retirement Plan
EIN: 76-0492757 PN: 014

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

Turnover

Turnover rates varying by age and service. Sample rates are as follows:

Age	Years of Vesting Service	
	Less Than 5	5 or More
20	0.1500	0.1500
25	0.1174	0.1174
30	0.1145	0.0889
35	0.0950	0.0689
40	0.0739	0.0524
45	0.0622	0.0386
50	0.0551	0.0317
55	0.0478	0.0270
60	0.0372	0.0263
65	0.0000	0.0000

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.

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 24, 2007 December 24, 2008 and December 24, 2009 Asset values prior to December 24, 2009 are adjusted for accumulated cashflows with interest between the asset date and December 24, 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 Method.

Census Date/Measurement Date

The measurement and census date is December 25, 2009.

Schedule SB Attachment (Form 5500)—2009 Plan Year
IAM Retirement Plan
EIN: 76-0492757 PN: 014

Schedule SB, line 25—Change in Method

- A change in the asset valuation method from a 2-Year Averaging Method to a 2-Year Smoothing Method as described above.
- A change in the interest rate assumption from the November full yield curve to September segment rates.

Note that these changes will affect the comparability of the funding valuation results for the 2009 plan year and the funding valuation results for prior plan years.

Schedule SB Attachment (Form 5500)—2009 Plan Year
IAM Retirement Plan
EIN: 76-0492757 PN: 014

Schedule SB, line 26—Schedule of Active Participant Data

Number of Participants									
Age	Years of Service								Total
	0 – 4	5 – 9	10 – 14	15 – 19	20 – 24	25 – 29	30 – 34	35+	
< 25									0
25–29	4	7							11
30–34	3	26							29
35–39	3	29	2						34
40–44	3	55	2	5	13				78
45–49	13	48	1	16	39	20			137
50–54	5	44	4	16	43	27	1		140
55–59	3	25		7	23	28	1		87
60–64	1	6	1	3	14	26		2	53
65–69		2			1	9		2	14
70+		1				3			4
Total	35	243	10	47	133	113	2	4	587

Schedule SB Attachment (Form 5500)—2009 Plan Year
IAM Retirement Plan
EIN: 76-0492757 PN: 014

Schedule SB, line 32—Schedule of Amortization Bases

Date Established	Type of Base	Present Value of Remaining Installments	Number of Years Remaining	Amortization Amount
12/25/2009	Funding Shortfall	\$ 3,907,592	7	\$ 657,617
12/25/2008	Funding Shortfall	\$ 5,254,920	6	\$ 997,985