Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MIDNITE EXPRESS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2004

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
MIDNITE AIR CORP.

300 NORTH OAK STREET
LOS ANGELES, CA 90302

300 NORTH OAK STREET
LOS ANGELES, CA 90302

2b Employer Identification Number (EIN)
95-4804487

2c Sponsor's telephone number
678-383-2310

2d Business code (see instructions)
492110

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.	03/16/2012	PAMELA WATSON
	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")
VICTOR SANTANA

300 NORTH OAK STREET
INGLEWOOD, CA 90302

3b Administrator's EIN
95-4804487

3c Administrator's telephone number
310-330-2328

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:
a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	136
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**	117
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	21
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	138
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	138
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	63
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
MIDNITE EXPRESS 401(K) PLAN		001

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
MIDNITE AIR CORP.	95-4804487

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INST. OPS. CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60	RECORDKEEPER	2490	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMCENT INFL-ADJBD IV - AMERICAN CEN 44-0619208	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON SMALL CAP - DST SYSTEMS, INC. 43-1581814	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COHEN & STEERS RLTY - BOSTON FINANC 04-2526037	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HARBOR INTL INV - HARBOR SERVICES G 34-1953399	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
HEARTLAND VAL PLS IV - ALPS FUND SE 789 NORTH WATER STREET SUITE 500 MILWAUKEE, WI 53202	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS INTL GROWTH I - INVESCO CANADA 11 GREENWAY PLAZA SUITE 100 HOUSTON, TX 77046	0.35%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS VALUE R3 - MFS SERVICE CENTER I 04-2865649	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF MID CAP GRTH P - JPMORGAN INVE 22-2382028	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RDGWTH MID CAP VAL I - CITI FUND SE 31-1249295	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RS EMERGING MKTS A - BOSTON FINANCI 04-2526037	0.55%

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

a	Name: RSM MCGLADREY	**b** EIN:	41-1944417
c	Position: ACCOUNTANT		
d	Address: 515 SOUTH FLOWER STREET LOS ANGELES, CA 90071	**e** Telephone:	213-330-4800

Explanation: UNKNOWN

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
MIDNITE EXPRESS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MIDNITE AIR CORP.

D Employer Identification Number (EIN)
95-4804487

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA LIFE SOLUTIONS INC & GR

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-053	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA LIFE SOLUTIONS BALANCED GR

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-055	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA LIFE SOLUTIONS GROWTH

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-056	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P 500 INDEX FUND

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-065	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-084	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA S & P MIDCAP INDEX

b Name of sponsor of entity listed in (a): STATE STREET BANK AND TRUST CO

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)
04-0025081-089	C	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 code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

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

A Name of plan
MIDNITE EXPRESS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MIDNITE AIR CORP.

D Employer Identification Number (EIN)
95-4804487

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	382711	121435
(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)	23612	129159
(9) Value of interest in common/collective trusts	1c(9)	228627	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(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)	787517	1796885
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1422467	2047479
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1422467	2047479

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)	28405	
	(B) Participants	2a(1)(B)	179281	
	(C) Others (including rollovers)	2a(1)(C)	329481	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		537167
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	10	
	(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)	1286	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		1296
	(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)	29832	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		29832
	(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)		

		(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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		2209
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		177260
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		747764
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	85451	
(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)		85451
f Corrective distributions (see instructions)	2f		34611
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)	2690	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2690
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		122752
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		625012
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: RBZ (2) EIN: 95-3439541

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a	X		25552
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		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)

SCHEDULE R
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

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

A Name of plan
MIDNITE EXPRESS 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
MIDNITE AIR CORP.

D Employer Identification Number (EIN)
95-4804487

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 57-1198022 04-6568107

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**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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):

MIDNITE AIR CORPORATION 401(K) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION

- MODIFIED CASH BASIS -

AS OF DECEMBER 31, 2010 AND 2009 AND
FOR THE YEAR ENDED DECEMBER 31, 2010

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
MIDNITE AIR CORPORATION 401(K) PLAN
Inglewood, California

We were engaged to audit the accompanying statements of net assets available for benefits of Midnite Air Corporation 401(k) Plan (the "Plan") (modified cash basis) as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits (modified cash basis) for the year ended December 31, 2010, and the supplemental information (modified cash basis) as of December 31, 2010. These financial statements and supplemental information are the responsibility of the the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company (Fidelity Management), and State Street Bank (State Street), the Trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental information. We have been informed by the Plan Administrator that the Fidelity Management held the Plan's investment assets and executed investment transactions from June 1, 2010 to December 31, 2010, and that State Street held the Plan's investment assets and executed investment transactions as of December 31, 2009 and for the period January 1, 2010 to May 31, 2010. The Plan Administrator has obtained certifications from each of the trustees as of and for the periods ended December 31, 2010 and 2009, that the information provided to the Plan Administrator by the trustees is complete and accurate.

As described in Note 2, these financial statements and supplemental information were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

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 and supplemental information taken as a whole. The form and content of the information included in the financial statements and supplemental information, other than that derived from the information certified by the trustees, 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.

Mixed Sources
Cert no. SCS-COC-001204
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rbz

INDEPENDENT AUDITORS' REPORT (Continued)

As discussed in Note 2, the Plan's policy is to prepare its financial statements on the modified cash basis of accounting, which is a comprehensive basis of accounting other than auditing standards generally accepted in the United States of America. Consequently, certain revenues and the related assets are recognized when received rather than when earned, and certain expenses are recognized when paid rather than when the obligation is incurred. Accordingly, the accompanying financial statements are not intended to present financial position and results of operations in conformity with accounting principles generally accepted in the United States of America.

RBZ, LLP

March 9, 2012

MIDNITE AIR CORPORATION 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

- MODIFIED CASH BASIS -

DECEMBER 31, 2010 AND 2009

	2010	2009
Assets		
Participant -- directed investments, at fair value	$ 1,918,320	$ 1,398,855
Participant loans	129,159	23,612
	$ 2,047,479	$ 1,422,467

See accompanying notes to financial statements - modified cash basis.

MIDNITE AIR CORPORATION 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

- MODIFIED CASH BASIS -

FOR THE YEAR ENDED DECEMBER 31, 2010

Additions to Net Assets Attributed to:	
Investment income	
Net appreciation in fair value of investments	$ 179,468
Interest and dividends	29,843
	209,311
Interest on participant loans	1,286
	210,597
Contributions	
Employer	28,405
Participant	179,281
Participant's rollover contributions	329,481
Corrective distributions	(34,611)
	502,556
	713,153
Deductions from Net Assets Attributed to:	
Benefit payments	85,451
Other expenses	2,690
	88,141
Revenues in Excess of Expenses	625,012
Net Assets Available for Benefits, Beginning of Year	1,422,467
Net Assets Available for Benefits, End of Year	$ 2,047,479

See accompanying notes to financial statements - modified cash basis.

MIDNITE AIR CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

- MODIFIED CASH BASIS -

DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Midnite Air Corporation (the "Company") 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Company. The Plan excludes union employees and employees that are not common law employees. For employee contributions, participants must be age 21 and have completed one (1) year of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Employees become eligible to make elective deferrals for contributions when they have completed one year of service and attained age 21. Participants may contribute up to 70% of their eligible earnings, limited to a maximum contribution of $16,500 for 2010 and 2009. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions of $5,500 for 2010 and 2009. Participants may also transfer benefits from other qualified plans into the Plan.

Effective June 1, 2010, the Company may make contributions to the Plan in the form of matching contributions as determined at its sole discretion. Prior to June 1, 2010, the Company made matching contribution equal to 50% of each participant's elective deferrals. The Company did not match elective deferrals that exceeded 4% of each participant's eligible earnings.

Employees must complete one year of service and generally must be actively employed on the last day of the plan year to be eligible to participate in matching contributions; however, employees who are not employed on the last day of the Plan year due to retirement, death or disability will be eligible for matching contributions.

Entry dates for participation in the Plan are the first day of each month. Participants direct the investment of their contributions and any employer matching contributions into various investment options offered by the Plan.

MIDNITE AIR CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

- MODIFIED CASH BASIS -

DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

Participant Accounts

Each participant's account is credited with the allocation of the Company's contribution, the participant's contribution, and the Plan's earnings (losses). The Company's matching contribution is based on the participant's elective contribution. The earnings (losses) are allocated to the participant's account on a daily basis.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants are fully vested when their employment terminates by reason of normal retirement, death or disability. Other than the aforementioned reasons, a participant is 100% vested in the employer contributions after five (5) years of credited service.

Investment Options

Participants can direct the investment of their contribution and employer match.

Benefits Payments

On termination of service due to death, disability or retirement, a participant may receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts

As of December 31, 2010, forfeitures amounting to $2,069 were available to reduce fees on any future matching contributions.

Administrative Expenses

Investment advisory and management fees paid by the Plan amounted to $2,690 for the year ended December 31, 2010, and are included in other expenses on the statement of changes in net assets. Audit expenses are absorbed by the Plan sponsor.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan and supplemental information are prepared using the modified cash basis of accounting. This basis differs from accounting principles generally accepted in the United States of America primarily because contributions are recognized when received rather than when earned, forfeitures are recognized when applied to reduce matching employer contributions rather than when forfeited and corrective distributions are recognized when paid instead of when the underlying obligation is incurred.

Use of Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from these estimates.

Payment of Benefits

Benefits are recorded when paid.

Investment Valuation and Income Recognition

ASC Topic *Fair Value Measurements and Disclosures*, which defines fair value, establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the U.S., and expands disclosures about fair value measurements. Under this topic, the Plan must report its investments at fair value among three categories of price inputs available. These categories of inputs are quoted prices in active markets for identical assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3). At year end, all investments were considered to be Level 1.

Purchases and sales of securities are recorded on a trade-date basis. Interest and dividend income is recorded as received. Net appreciation (depreciation) in the fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Participant Loans

Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan documents.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

Income Taxes

Effective for 2009, the Plan has adopted the changes to ASC Topic *Income Taxes*, which requires the Plan to evaluate its tax positions and recognize a liability for any positions that would not be considered "more likely than not" to be upheld under a tax authority examination. If such issues exist, the Plan's policy will be to recognize any tax liability so recorded, including applicable interest and penalties, as a component of income tax expense.

The Plan's federal income tax and informational returns for tax years 2008 and subsequent remain subject to examination by the Internal Revenue Service. The returns for California, the Plan's only state tax jurisdiction, remain subject to examination by the California Franchise Tax Board for tax years 2007 and subsequent.

Subsequent Events

The Plan has evaluated events subsequent to December 31, 2010, to assess the need for potential recognition or disclosure in the financial statements. Such events were evaluated through March 9, 2012, the date the financial statements were available to be issued. Based upon this evaluation, it was determined no subsequent events occurred that require recognition or additional disclosure in the financial statements.

MIDNITE AIR CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

- MODIFIED CASH BASIS -

DECEMBER 31, 2010 AND 2009

NOTE 3 - INVESTMENTS

The Plan's investments that represented five percent or more of the Plan's net assets available for benefits as of December 31, 2010 are as follows:

0326 Fidelity Low Priced Stock	$ 183,588
0370 Fidelity Freedom 2000	274,261
0373 Fidelity Freedom 2030	222,567
0630 Fidelity Retirement Moneymarket	121,435
0718 Fidelity Freedom 2040	151,533
1315 Fidelity Freedom 2035	236,530
	$ 1,189,914

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010:

	Level 1	Total
Mutual Funds		
Mid/Large Cap Stock	$ 1,230,849	$ 1,230,849
Small Cap Stock	103,980	103,980
Fixed Income	380,686	380,686
International	81,370	81,370
	1,796,885	1,796,885
Money Market	121,435	121,435
	$ 1,918,320	$ 1,918,320

NOTE 4 - INFORMATION CERTIFIED BY TRUSTEES (UNAUDITED)

The following information is a summary of the unaudited information included in the Plan's financial statements and supplemental information, which was prepared by State Street Bank (State Street) , the Trustee of the Plan from January 1, 2010 to May 31, 2010, and Fidelity Management Trust Company (Fidelity Management), the Trustee of the Plan from June 1, 2010 to December 31, 2010 and furnished to the Plan Administrator. The Plan Administrator has obtained a certification from each of the trustees as of and for the periods ended as mentioned above, that the information provided to the Plan Administrator by the each of the trustees is complete and accurate. The information certified by each trustee, in addition to all investment balances and investment information in Note 3 and supplemental information of assets held for investment purposes, is summarized as follows:

Information included in the statement of net assets available for benefits.

	December 31, 2010	December 31, 2009
Investments at fair value	$ 1,918,320	$ 1,398,855
Participant loans	129,159	23,612
Net assets available for benefits	$ 2,047,479	$ 1,422,467

NOTE 4 - INFORMATION CERTIFIED BY TRUSTEES (UNAUDITED) (Continued)

Information included in the statement of changes in net assets available for benefits.

	Jan. 1, 2010 to May 31, 2010	Jun. 1, 2010 to Dec. 31, 2010	Jan. 1, 2010 to Dec. 31, 2010
Additions to Net Assets Attributed to			
Investment income			
Net appreciation (depreciation) in fair value of investment	$ (6,711)	$ 186,179	$ 179,468
Interest and dividends	2,934	26,909	29,843
	(3,777)	213,088	209,311
Interest on participant loans	516	770	1,286
	(3,261)	213,858	210,597
Contributions			
Employer	13,885	14,520	28,405
Participant	73,256	106,025	179,281
Participant's rollover contributions	83,121	246,360	329,481
Corrective distributions	(34,611)	-	(34,611)
	129,129	794,621	923,750
	125,352	1,007,709	1,133,061
Deductions From Net Assets Attributed to:			
Benefit payments	68,110	17,341	85,451
Other expenses	200	2,490	2,690
	68,310	19,831	88,141
Revenue in Excess of Expenses	57,042	987,878	1,044,920
Net Assets Available for Benefits, Beginning of the Year	1,422,467	1,486,547	1,422,467
Net Assets Available for Benefits, End of the Year	$ 1,479,509	$ 2,474,425	$ 2,467,387

NOTE 5 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 6 - RELATED PARTY TRANSACTIONS

For the period from June 1, 2010 to December 31, 2010, certain Plan investments were shares of mutual funds managed by Fidelity Investments Institutional Operations Company, an affiliate of Fidelity Management. Fidelity Management is currently the Plan Trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. The total amount of broker commissions paid to Fidelity Management was $2,490.

For the period from January 1, 2010 to May 31, 2010, certain Plan investments were shares of mutual funds managed by American Funds, an affiliate of State Street. State Street was the Plan Trustee as defined by the Plan, for 2009 and for the first five months of 2010 and therefore, these transactions qualify as party-in-interest transactions. The total amount of broker commissions paid to State Street was $200.

NOTE 7 - TAX STATUS

The Plan obtained its latest determination letter on January 1, 2004, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter and the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTE 8 - PARTY-IN-INTEREST

As previously mentioned, both Fidelity Management, the current trustee, and State Street, the previous trustee, are parties-in-interest with respect to the Plan. Loans receivable from plan participants and the related interest income are also considered party-in-interest transactions.

NOTE 8 - PARTY-IN-INTEREST (Continued)

The records of the Plan indicate no party-in-interest transactions, which are prohibited by ERISA and for which no statutory or administrative exemption exists.

NOTE 9 - CORRECTIVE DISTRIBUTIONS

Corrective distributions amounting to $34,611 have been paid and included in the 2010 statement of changes in net assets available for benefits to reflect the amount required to be returned to certain active participants for excess 2009 deferral contributions in order to satisfy the actual deferral percentage nondiscrimination test. The excess deferral contribution in 2010 of $16,146 will be reported as corrective distributions in 2011, the year the excess amount was distributed.

SUPPLEMENTAL INFORMATION

MIDNITE AIR CORPORATION 401(K) PLAN

EMPLOYER IDENTIFICATION NUMBER 95-4804487
PLAN NUMBER 001

FORM 5500, SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS HELD AT YEAR-END

- MODIFIED CASH BASIS -

DECEMBER 31, 2010

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Fidelity Contrafund	0022 Fid Contrafund	$ 29,701	$ 30,038
*	Fidelity Income Fund	0054 Fidelity Govt Income	26,856	26,070
*	Fidelity Puritan Trust	0326 Fidelity Low Priced Stk	177,641	183,588
*	Fidelity Aberdeen Street Trust	0369 Fid Freedom Income	10,570	10,904
*	Fidelity Aberdeen Street Trust	0370 Fid Freedom 2000	263,782	274,261
*	Fidelity Aberdeen Street Trust	0372 Fid Freedom 2020	62,618	69,413
*	Fidelity Aberdeen Street Trust	0373 Fid Freedom 2030	196,129	222,567
*	Fidelity Concord Street Trust	0397 Sptn Tot Mkt Idx Inv	3,211	3,557
*	Fidelity Concord Street Trust	0399 Sptn Intl Index Inv	435	493
*	Fidelity Summer Street Trust	0455 Fid High Income	5,037	5,172
*	Fidelity Money Market Trust	0630 Fid Retire Mmkt	121,435	121,435
*	Fidelity Concord Street Trust	0650 Sptn 500 Index Inv	11,994	13,940
*	Fidelity Aberdeen Street Trust	0718 Fid Freedom 2040	132,584	151,533
*	Fidelity Aberdeen Street Trust	1312 Fid Freedom 2005	15,781	17,004
*	Fidelity Aberdeen Street Trust	1313 Fid Freedom 2015	80,410	88,020
*	Fidelity Aberdeen Street Trust	1314 Fid Freedom 2025	71,906	80,921
*	Fidelity Aberdeen Street Trust	1315 Fid Freedom 2035	206,437	236,530
*	Fidelity Aberdeen Street Trust	1317 Fid Freedom 2045	31,683	36,449
*	Fidelity Aberdeen Street Trust	0718 Fid Freedom 2050	5,210	5,925
*	Fidelity Commonwealth Trust II	2011 Fid Sm Cap Enh Indx	427	511
	Pacific Investment Management Co LLC.	OFAP Pimco Tot Returns Adm	44,215	43,756
	Morgan Stanley Institutional Fund Trust	OFMS Msif Mid Cap Grth P	56,933	70,043
	Cohen & Steers Realty Shares Inc.	OFQG Cohen & Steers Rkty	10,768	12,992
	Ridge Worth Funds	RDWGT Mid Cap Val I	238	252
	Aim International Mutual Funds	OKZX Invs Intl Growth I	574	611
	RS Investment Trust	OLDP Rs Emerging Mkts A	57,417	67,528
	Harbor Funds	OLMK Harbor Intlinv	12,440	12,738
	Baron Investment Funds Trust	OQQY Baron Small Cap	11,308	11,330
	Heartland Group Inc.	OSCC Heartland Val Pls Iv	78,336	92,139
	American Century Government Income Trust	OSNS Amcent Infl-Adjbd Iv	3,550	3,518
	MFS Series Trust I	OUCT Mfs Value R3	24,867	25,082
			1,754,493	1,918,320
	Participant Loans	Interest rates from 1% to 10%	129,159	129,159
			$ 1,883,652	$ 2,047,479

* Party-in-Interest

MIDNITE AIR CORPORATION 401(K) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION

- MODIFIED CASH BASIS -

AS OF DECEMBER 31, 2010 AND 2009 AND
FOR THE YEAR ENDED DECEMBER 31, 2010

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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
MIDNITE AIR CORPORATION 401(K) PLAN
Inglewood, California

We were engaged to audit the accompanying statements of net assets available for benefits of Midnite Air Corporation 401(k) Plan (the "Plan") (modified cash basis) as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits (modified cash basis) for the year ended December 31, 2010, and the supplemental information (modified cash basis) as of December 31, 2010. These financial statements and supplemental information are the responsibility of the the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company (Fidelity Management), and State Street Bank (State Street), the Trustees of the Plan, except for comparing the information with the related information included in the financial statements and supplemental information. We have been informed by the Plan Administrator that the Fidelity Management held the Plan's investment assets and executed investment transactions from June 1, 2010 to December 31, 2010, and that State Street held the Plan's investment assets and executed investment transactions as of December 31, 2009 and for the period January 1, 2010 to May 31, 2010. The Plan Administrator has obtained certifications from each of the trustees as of and for the periods ended December 31, 2010 and 2009, that the information provided to the Plan Administrator by the trustees is complete and accurate.

As described in Note 2, these financial statements and supplemental information were prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

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 and supplemental information taken as a whole. The form and content of the information included in the financial statements and supplemental information, other than that derived from the information certified by the trustees, 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.

Mixed Sources
Cert no. SCS-COC-001204
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INDEPENDENT AUDITORS' REPORT (Continued)

As discussed in Note 2, the Plan's policy is to prepare its financial statements on the modified cash basis of accounting, which is a comprehensive basis of accounting other than auditing standards generally accepted in the United States of America. Consequently, certain revenues and the related assets are recognized when received rather than when earned, and certain expenses are recognized when paid rather than when the obligation is incurred. Accordingly, the accompanying financial statements are not intended to present financial position and results of operations in conformity with accounting principles generally accepted in the United States of America.

RBZ, LLP

March 9, 2012

MIDNITE AIR CORPORATION 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

- MODIFIED CASH BASIS -

DECEMBER 31, 2010 AND 2009

	2010	2009
Assets		
Participant -- directed investments, at fair value	$ 1,918,320	$ 1,398,855
Participant loans	129,159	23,612
	$ 2,047,479	$ 1,422,467

See accompanying notes to financial statements - modified cash basis.

MIDNITE AIR CORPORATION 401(K) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

- MODIFIED CASH BASIS -

FOR THE YEAR ENDED DECEMBER 31, 2010

Additions to Net Assets Attributed to:	
Investment income	
Net appreciation in fair value of investments	$ 179,468
Interest and dividends	29,843
	209,311
Interest on participant loans	1,286
	210,597
Contributions	
Employer	28,405
Participant	179,281
Participant's rollover contributions	329,481
Corrective distributions	(34,611)
	502,556
	713,153
Deductions from Net Assets Attributed to:	
Benefit payments	85,451
Other expenses	2,690
	88,141
Revenues in Excess of Expenses	625,012
Net Assets Available for Benefits, Beginning of Year	1,422,467
Net Assets Available for Benefits, End of Year	$ 2,047,479

See accompanying notes to financial statements - modified cash basis.

MIDNITE AIR CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

- MODIFIED CASH BASIS -

DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Midnite Air Corporation (the "Company") 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all employees of the Company. The Plan excludes union employees and employees that are not common law employees. For employee contributions, participants must be age 21 and have completed one (1) year of service. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Employees become eligible to make elective deferrals for contributions when they have completed one year of service and attained age 21. Participants may contribute up to 70% of their eligible earnings, limited to a maximum contribution of $16,500 for 2010 and 2009. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions of $5,500 for 2010 and 2009. Participants may also transfer benefits from other qualified plans into the Plan.

Effective June 1, 2010, the Company may make contributions to the Plan in the form of matching contributions as determined at its sole discretion. Prior to June 1, 2010, the Company made matching contribution equal to 50% of each participant's elective deferrals. The Company did not match elective deferrals that exceeded 4% of each participant's eligible earnings.

Employees must complete one year of service and generally must be actively employed on the last day of the plan year to be eligible to participate in matching contributions; however, employees who are not employed on the last day of the Plan year due to retirement, death or disability will be eligible for matching contributions.

Entry dates for participation in the Plan are the first day of each month. Participants direct the investment of their contributions and any employer matching contributions into various investment options offered by the Plan.

MIDNITE AIR CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

- MODIFIED CASH BASIS -

DECEMBER 31, 2010 AND 2009

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

Participant Accounts

Each participant's account is credited with the allocation of the Company's contribution, the participant's contribution, and the Plan's earnings (losses). The Company's matching contribution is based on the participant's elective contribution. The earnings (losses) are allocated to the participant's account on a daily basis.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Participants are fully vested when their employment terminates by reason of normal retirement, death or disability. Other than the aforementioned reasons, a participant is 100% vested in the employer contributions after five (5) years of credited service.

Investment Options

Participants can direct the investment of their contribution and employer match.

Benefits Payments

On termination of service due to death, disability or retirement, a participant may receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Forfeited Accounts

As of December 31, 2010, forfeitures amounting to $2,069 were available to reduce fees on any future matching contributions.

Administrative Expenses

Investment advisory and management fees paid by the Plan amounted to $2,690 for the year ended December 31, 2010, and are included in other expenses on the statement of changes in net assets. Audit expenses are absorbed by the Plan sponsor.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from these estimates.

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Participant Loans

Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan documents.

Risks and Uncertainties

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Income Taxes

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MIDNITE AIR CORPORATION 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

- MODIFIED CASH BASIS -

DECEMBER 31, 2010 AND 2009

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NOTE 6 - RELATED PARTY TRANSACTIONS

For the period from June 1, 2010 to December 31, 2010, certain Plan investments were shares of mutual funds managed by Fidelity Investments Institutional Operations Company, an affiliate of Fidelity Management. Fidelity Management is currently the Plan Trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. The total amount of broker commissions paid to Fidelity Management was $2,490.

For the period from January 1, 2010 to May 31, 2010, certain Plan investments were shares of mutual funds managed by American Funds, an affiliate of State Street. State Street was the Plan Trustee as defined by the Plan, for 2009 and for the first five months of 2010 and therefore, these transactions qualify as party-in-interest transactions. The total amount of broker commissions paid to State Street was $200.

NOTE 7 - TAX STATUS

The Plan obtained its latest determination letter on January 1, 2004, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter and the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

NOTE 8 - PARTY-IN-INTEREST

As previously mentioned, both Fidelity Management, the current trustee, and State Street, the previous trustee, are parties-in-interest with respect to the Plan. Loans receivable from plan participants and the related interest income are also considered party-in-interest transactions.

NOTE 8 - PARTY-IN-INTEREST (Continued)

The records of the Plan indicate no party-in-interest transactions, which are prohibited by ERISA and for which no statutory or administrative exemption exists.

NOTE 9 - CORRECTIVE DISTRIBUTIONS

Corrective distributions amounting to $34,611 have been paid and included in the 2010 statement of changes in net assets available for benefits to reflect the amount required to be returned to certain active participants for excess 2009 deferral contributions in order to satisfy the actual deferral percentage nondiscrimination test. The excess deferral contribution in 2010 of $16,146 will be reported as corrective distributions in 2011, the year the excess amount was distributed.

SUPPLEMENTAL INFORMATION

MIDNITE AIR CORPORATION 401(K) PLAN

EMPLOYER IDENTIFICATION NUMBER 95-4804487
PLAN NUMBER 001

FORM 5500, SCHEDULE H, LINE 4i
SCHEDULE OF ASSETS HELD AT YEAR-END

- MODIFIED CASH BASIS -

DECEMBER 31, 2010

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
*	Fidelity Contrafund	0022 Fid Contrafund	$ 29,701	$ 30,038
*	Fidelity Income Fund	0054 Fidelity Govt Income	26,856	26,070
*	Fidelity Puritan Trust	0326 Fidelity Low Priced Stk	177,641	183,588
*	Fidelity Aberdeen Street Trust	0369 Fid Freedom Income	10,570	10,904
*	Fidelity Aberdeen Street Trust	0370 Fid Freedom 2000	263,782	274,261
*	Fidelity Aberdeen Street Trust	0372 Fid Freedom 2020	62,618	69,413
*	Fidelity Aberdeen Street Trust	0373 Fid Freedom 2030	196,129	222,567
*	Fidelity Concord Street Trust	0397 Sptn Tot Mkt Idx Inv	3,211	3,557
*	Fidelity Concord Street Trust	0399 Sptn Intl Index Inv	435	493
*	Fidelity Summer Street Trust	0455 Fid High Income	5,037	5,172
*	Fidelity Money Market Trust	0630 Fid Retire Mmkt	121,435	121,435
*	Fidelity Concord Street Trust	0650 Sptn 500 Index Inv	11,994	13,940
*	Fidelity Aberdeen Street Trust	0718 Fid Freedom 2040	132,584	151,533
*	Fidelity Aberdeen Street Trust	1312 Fid Freedom 2005	15,781	17,004
*	Fidelity Aberdeen Street Trust	1313 Fid Freedom 2015	80,410	88,020
*	Fidelity Aberdeen Street Trust	1314 Fid Freedom 2025	71,906	80,921
*	Fidelity Aberdeen Street Trust	1315 Fid Freedom 2035	206,437	236,530
*	Fidelity Aberdeen Street Trust	1317 Fid Freedom 2045	31,683	36,449
*	Fidelity Aberdeen Street Trust	0718 Fid Freedom 2050	5,210	5,925
*	Fidelity Commonwealth Trust II	2011 Fid Sm Cap Enh Indx	427	511
	Pacific Investment Management Co LLC.	OFAP Pimco Tot Returns Adm	44,215	43,756
	Morgan Stanley Institutional Fund Trust	OFMS Msif Mid Cap Grth P	56,933	70,043
	Cohen & Steers Realty Shares Inc.	OFQG Cohen & Steers Rkty	10,768	12,992
	Ridge Worth Funds	RDWGT Mid Cap Val I	238	252
	Aim International Mutual Funds	OKZX Invs Intl Growth I	574	611
	RS Investment Trust	OLDP Rs Emerging Mkts A	57,417	67,528
	Harbor Funds	OLMK Harbor Intlinv	12,440	12,738
	Baron Investment Funds Trust	OQQY Baron Small Cap	11,308	11,330
	Heartland Group Inc.	OSCC Heartland Val Pls Iv	78,336	92,139
	American Century Government Income Trust	OSNS Amcent Infl-Adjbd Iv	3,550	3,518
	MFS Series Trust I	OUCT Mfs Value R3	24,867	25,082
			1,754,493	1,918,320
	Participant Loans	Interest rates from 1% to 10%	129,159	129,159
			$ 1,883,652	$ 2,047,479

* Party-in-Interest