

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), 6057(b), 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
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>AIR TRANSPORT INTERNATIONAL LLC 401K PLAN</u>	1b Three-digit plan number (PN) ► <u>002</u> 1c Effective date of plan <u>01/01/2006</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>AIR TRANSPORT INTERNATIONAL, LLC</u> <u>2800 CANTRELL ROAD</u> <u>LITTLE ROCK, AR 72202</u>	2b Employer Identification Number (EIN) <u>62-1698134</u> 2c Sponsor's telephone number <u>501-615-3500</u> 2d Business code (see instructions) <u>481000</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/09/2012</u>	<u>BARBARA G BENDER</u>
	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

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") AIR TRANSPORT INTERNATIONAL, LLC 2800 CANTRELL ROAD LITTLE ROCK, AR 72202	3b Administrator's EIN 62-1698134 3c Administrator's telephone number 501-615-3500
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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	313
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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	250
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	101
d Subtotal. Add lines 6a , 6b , and 6c	6d	351
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	351
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	286
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	1

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:

2E 2F 2G 2J 2K 2S 2T 3D 3H

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)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan AIR TRANSPORT INTERNATIONAL LLC 401K PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 AIR TRANSPORT INTERNATIONAL, LLC	D Employer Identification Number (EIN) 62-1698134

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)..... ☒ 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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

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

AMERICAN CENTURY INVESTMENT SERVICE

44-0640487

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

BLACKROCK INVESTMENTS, INC.

23-2784752

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

DAVIS DISTRIBUTORS, LLC

85-0360310

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

FRANKLIN TEMPLETON DISTRIBUTORS, IN

100 FOUNTAIN PARKWAY
ST. PETERSBURG, FL 33716

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

GOLDMAN SACHS

71 SOUTH WACKER DRIVE
SUITE 500
CHICAGO, IL 60606

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

INVESCO DISTRIBUTORS, INC.

74-1894784

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

J.P. MORGAN INVESTMENT MANAGEMENT I

13-3200244

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

PIONEER INVESTMENT MANAGEMENT, INC

13-1961193

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

THORNBURG SECURITIES CORPORATION

2300 NORTH RIDGETOP RD.
SANTA FE, NM 87506

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

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)

PRYOR,/MORGAN

2000 WESTCHESTER AVE
PURCHASE, NY 10577

(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?
49 63 61	ADVISOR	0	Yes ☒ No ☐	Yes ☐ No ☒	8729	Yes ☐ No ☒

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

ADP

22-1467904

(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?
37 50 15 64	RECORD KEEPER	4855	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

ADP BROKER-DEALER

22-3319984

(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?
60 59 49 99	RECORD KEEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

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)

DWS INVESTMENTS DISTRIBUTOR, INC.

36-3976708

(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?
63	INVESTMENT MANAGER	0	Yes ☒ No ☐	Yes ☒ No ☐	0	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
PRYOR,/MORGAN	63 61	8729
(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.
DWS SCUDDER	222 SOUTH RIVERSIDE PLAZA CHICAGO, IL 60606	DISTRIBUTION (12B-1) FEES FINDERS FEES/PLACEMENT FEES
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59 99	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00050 OF AVERAGE DAILY ASSETS
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
DWS INVESTMENTS DISTRIBUTOR, INC.	63	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.
ALLIANZ GLOBAL INVESTORS DISTRIBUTO	1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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
ADP BROKER-DEALER	60 59	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
ALLIANZ GLOBAL INVESTORS DISTRIBUTO 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
AMERICAN CENTURY INVESTMENT SERVICE 44-0640487	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	

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
ADP BROKER-DEALER	60 59	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.	
AMERICAN CENTURY INVESTMENT SERVICE 44-0640487	ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS INVESTMENTS DISTRIBUTOR, INC.	63	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.	
BLACKROCK INVESTMENTS, INC. 23-2784752	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	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.	
BLACKROCK INVESTMENTS, INC. 23-2784752	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	

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
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
DAVIS DISTRIBUTORS, LLC	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
85-0360310		
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
ADP BROKER-DEALER	60 59	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
DAVIS DISTRIBUTORS, LLC	ANNUAL RATE 0.00200 OF AVERAGE DAILY ASSETS	
85-0360310		
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
ADP BROKER-DEALER	60 59	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
DWS INVESTMENTS DISTRIBUTOR, INC.	ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00350 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS	
36-3976708		

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
ADP BROKER-DEALER	60 59	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
FRANKLIN TEMPLETON DISTRIBUTORS, IN 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS	

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
ADP BROKER-DEALER	60 59	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>GOLDMAN SACHS 71 SOUTH WACKER DRIVE SUITE 500 CHICAGO, IL 60606</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00150 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00100 OF AVERAGE DAILY ASSETS</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>DWS INVESTMENTS DISTRIBUTOR, INC.</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">63</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>INVESCO DISTRIBUTORS, INC.</p> <p>74-1894784</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>ADP BROKER-DEALER</p>		
<p>(b) Service Codes (see instructions)</p> <p style="text-align: center;">60 59</p>		
<p>(c) Enter amount of indirect compensation</p> <p style="text-align: center;">0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>INVESCO DISTRIBUTORS, INC.</p> <p>74-1894784</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p>		

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
ADP BROKER-DEALER	60 59	0
<p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p>		
J.P. MORGAN INVESTMENT MANAGEMENT I 13-3200244	<p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p>	
<p style="text-align: center;">(a) Enter service provider name as it appears on line 2</p>		
DWS INVESTMENTS DISTRIBUTOR, INC.	63	0
<p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p>		
J.P. MORGAN INVESTMENT MANAGEMENT I 13-3200244	<p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p>	
<p style="text-align: center;">(a) Enter service provider name as it appears on line 2</p>		
ADP BROKER-DEALER	60 59	0
<p style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</p>		
PIONEER INVESTMENT MANAGEMENT, INC 13-1961193	<p style="text-align: center;">(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS</p>	

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
DWS INVESTMENTS DISTRIBUTOR, INC.	63	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.
PIONEER INVESTMENT MANAGEMENT, INC 13-1961193	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
DWS INVESTMENTS DISTRIBUTOR, INC.	63	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.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	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.
THORNBURG SECURITIES CORPORATION 2300 NORTH RIDGETOP RD. SANTA FE, NM 87506	ANNUAL RATE 0.00250 OF AVERAGE DAILY ASSETS

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (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>	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 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>AIR TRANSPORT INTERNATIONAL LLC 401K PLAN</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AIR TRANSPORT INTERNATIONAL, LLC</u>		D Employer Identification Number (EIN) <u>62-1698134</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	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)	641438	544552
	(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)		
	(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)	8360293	8662548
	(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	9001731	9207100

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	9001731	9207100
---	-----------	---------	---------

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)	362978	
(B) Participants	2a(1)(B)	692663	
(C) Others (including rollovers)	2a(1)(C)	134927	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1190568
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)	26774	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		26774
(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)	191682	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		191682
(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)		
(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)		-319014
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1090010

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	866317	
(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)		866317
f Corrective distributions (see instructions)	2f		12027
g Certain deemed distributions of participant loans (see instructions).....	2g		917
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)	5380	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		5380
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		884641

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		205369
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: CLIFTON LARSON ALLEN (2) EIN: 41-0746749

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		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?		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.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan AIR TRANSPORT INTERNATIONAL LLC 401K PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 AIR TRANSPORT INTERNATIONAL, LLC		D Employer Identification Number (EIN) 62-1698134
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		
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 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 (include any prior year accumulated funding deficiency not waived)		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 or other authority 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. 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) 2011 v.012611		

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: _____% 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): _____

**AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEARS ENDED DECEMBER 31, 2011 and 2010

**AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
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CliftonLarsonAllen LLP
www.cliftonlarsonallen.com

INDEPENDENT AUDITORS' REPORT

Plan Management and Participants
Air Transport International LLC 401(k) Plan
Orlando, Florida

We were engaged to audit the financial statements and supplemental schedule of Air Transport International LLC 401(k) Plan as of December 31, 2011 and 2010, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedule 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 cited in Note 3, which was certified by DWS Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. 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 and for the years ended December 31, 2011 and 2010, 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 and supplemental schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, 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.

CliftonLarsonAllen LLP

Orlando, Florida
September 25, 2012

**AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 and 2010**

ASSETS			
		2011	2010
INVESTMENTS (at Fair Value)			
Mutual Funds	\$	7,492,234	\$ 7,149,518
Money Market Fund		1,170,314	1,210,775
Total Investments (at Fair Value)		<u>8,662,548</u>	<u>8,360,293</u>
RECEIVABLES			
Notes Receivable from Participants		561,360	657,329
Participant Contributions		1,423	-
Employer Contributions		789	-
Total Receivables		<u>563,572</u>	<u>657,329</u>
Total Assets		<u>9,226,120</u>	<u>9,017,622</u>
LIABILITIES			
EXCESS CONTRIBUTIONS PAYABLE		<u>-</u>	<u>12,027</u>
NET ASSETS AVAILABLE FOR BENEFITS	\$	<u>9,226,120</u>	<u>\$ 9,005,595</u>

See Accompanying Notes to Financial Statements.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2011 AND 2010

ADDITIONS TO (DEDUCTIONS FROM) NET ASSETS AVAILABLE FOR BENEFITS:	2011	2010
INVESTMENT (LOSS) INCOME		
Net (Depreciation) Appreciation in Fair Value of Investments	\$ (319,014)	\$ 796,337
Interest and Dividends	191,682	141,909
Total Investment (Loss) Income	<u>(127,332)</u>	<u>938,246</u>
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	26,774	27,387
CONTRIBUTIONS		
Participants Deferrals	694,086	562,935
Employer Matching	363,767	274,480
Participants Rollover	134,927	-
Total Contributions	<u>1,192,780</u>	<u>837,415</u>
BENEFITS PAID TO PARTICIPANTS	(866,317)	(337,508)
ADMINISTRATIVE EXPENSES	<u>(5,380)</u>	<u>(5,155)</u>
NET INCREASE	220,525	1,460,385
Net Assets Available for Benefits - Beginning of Year	<u>9,005,595</u>	<u>7,545,210</u>
Net Assets Available for Benefits - End of Year	<u><u>\$ 9,226,120</u></u>	<u><u>\$ 9,005,595</u></u>

See Accompanying Notes to Financial Statements.

**AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

NOTE 1 DESCRIPTION OF PLAN

The following description of the Air Transport International LLC 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan originally effective March 1, 2006. The Plan has been amended throughout the years to comply with tax legislation and was most recently amended effective January 1, 2011. All non-crew employees of Air Transport International Limited Liability Company (Employer) are eligible to participate in the Plan after one month of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

The Plan includes a salary deferral arrangement allowed under Section 401(k) of the Internal Revenue Code. Eligible participants are permitted to elect to have a percentage, limited by Plan provisions, of their compensation contributed as pre-tax 401(k) contributions to the Plan. Participants age 50 or older are allowed to make catch-up contributions.

The Employer matching contribution is 100% of the eligible participant's deferrals up to 3% of the participant's eligible compensation and 50% of the eligible participant's deferrals up to an additional 2% of the participant's eligible compensation.

Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans or conduit IRA's.

Participant Accounts

Each participant's account is credited with the participant's salary deferral, the Employer's matching contribution, and an allocation of Plan earnings or losses. Allocations are based on participant earnings or account balances as defined. Income is allocated daily based on the shares in the participant's account.

Vesting

Participants are immediately vested in their employee contributions, their employer matching contributions plus actual earnings thereon.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Payment of Benefits

Upon retirement, death, disability, or resignation of a participant, or upon termination of the Plan, a participant or beneficiary may elect to receive a distribution under one of the following methods: (a) lump sum or (b) periodic installment payments. In-service withdrawals of employee contributions for reasons of hardship (as defined in the Plan agreement) or attaining age 59½ are allowed. A hardship withdrawal results in a suspension of employee contributions to the Plan for six months. If a participant terminates employment and the participant's account balance does not exceed \$1,000, the Plan Administrator will authorize the benefit payment without the participant's consent.

Forfeitures

Forfeited non-vested accounts are used to reduce future Employer contributions. Forfeited non-vested accounts as of December 31, 2011 and 2010 were \$34,478 and \$29,056, respectively. There were no forfeitures used to reduce Employer contributions for the years ended December 31, 2011 and 2010.

Notes Receivable from Participants

Participants may borrow from their accounts up to the lesser of \$50,000, as reduced by the participant's highest outstanding Plan note balances during the year proceeding the date of the note, or 50% of their vested account balance. Note terms range from one to five years for general purpose notes and a maximum of 15 years for the purchase of a primary residence. The notes are secured by the participant's account and bear interest at rates ranging from 4.25% to 10.50%. Principal and interest are paid primarily through payroll deductions on at least a quarterly basis. Interest paid by the participant is credited to the participant's account.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments

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

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the valuation methodologies used at December 31, 2011 and 2010.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds represent investments with various investment managers. The fair values of mutual funds are determined by reference to the fund's underlying assets, which are principally marketable equity and fixed income securities. Shares held in mutual funds traded on national securities exchanges are valued at the net asset value. The money market fund is valued at cost, which approximates fair value.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition (Continued)

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

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

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

For the years ended December 31, 2011 and 2010, substantially all administrative expenses of the Plan were paid by the Employer on behalf of the Plan.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the plan documents.

Subsequent Events

In preparing these financials statements, the Plan has evaluated events and transactions for potential recognition or disclosure through September 25, 2012, the date the financial statements were available to be issued.

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

DWS Trust Company, the trustee of the Plan, has supplied the Plan administrator with a certification as to the completeness and accuracy of all investment information and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2011 and 2010, the statements of changes in net assets available for the years then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2011.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 4 INVESTMENTS

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

	2011			
	Level 1	Level 2	Level 3	Total
Assets:				
Mutual Funds:				
Value Funds	\$ 3,185,721	\$ -	\$ -	\$ 3,185,721
Blend Funds	1,775,502	-	-	1,775,502
Growth Funds	1,384,686	-	-	1,384,686
Bond Funds	1,029,599	-	-	1,029,599
Intermediate Government Fund	116,726	-	-	116,726
Total Mutual Funds	7,492,234	-	-	7,492,234
Money Market Funds	1,170,314	-	-	1,170,314
Total Investments at Fair Value	<u>\$ 8,662,548</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,662,548</u>
	2010			
	Level 1	Level 2	Level 3	Total
Assets:				
Mutual Funds:				
Value Funds	\$ 2,908,830	\$ -	\$ -	\$ 2,908,830
Blend Funds	1,704,687	-	-	1,704,687
Growth Funds	1,443,202	-	-	1,443,202
Bond Funds	969,695	-	-	969,695
Intermediate Government Fund	123,104	-	-	123,104
Total Mutual Funds	7,149,518	-	-	7,149,518
Money Market Funds	1,210,775	-	-	1,210,775
Total Investments at Fair Value	<u>\$ 8,360,293</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,360,293</u>

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 4 INVESTMENTS (CONTINUED)

The following investments represent 5 percent or more of the Plan's net assets as of December 31:

	<u>2011</u>	<u>2010</u>
DWS Money Market Trust	\$ 1,170,314	\$ 1,210,775
Van Kampen Equity and Income Fund	945,885	915,623
DWS Equity 500 Index Fund	878,774	848,515
DWS Large Cap Value Fund	529,557	552,527
Franklin Income Fund	526,545	*
PIMCO Total Return Fund	507,747	*
Pioneer Oak Ridge Small Cap Fund	478,674	*
Allianz NFJ Small Cap Value Fund	474,436	*
Thornburg International Value Fund	*	554,041

* Does not exceed 5% of net assets available for benefits

During 2011 and 2010, the Plan's investments (including investments bought, sold and held during the year) (depreciated) appreciated by \$(319,014) and 796,337, respectively.

NOTE 5 PARTY-IN-INTEREST

Plan investments are managed by DWS Trust Company, the trustee of the Plan, therefore, these transactions qualify as party-in-interest. Fees paid to the trustee during 2011 and 2010 were \$5,380 and \$5,155, respectively.

NOTE 6 TAX STATUS

The Plan is operating under a prototype plan designed by the Trustee. The Trustee has received a determination letter from the Internal Revenue Service dated March 31, 2008, which indicates that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since the Trustee received the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan 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. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 7 RISKS AND UNCERTAINTIES

The Plan provides for investment in a variety of investment funds. In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments 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.

NOTE 8 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010 to Form 5500:

	<u>2011</u>	<u>2010</u>
Net Assets Available for Benefits per the Financial Statements	\$ 9,226,120	\$ 9,005,595
Less: Participant Contributions Receivable	(1,423)	-
Less: Employer Contributions Receivable	(789)	-
Add: Excess Contributions Payable	-	12,027
Deemed Distributions	(16,808)	(15,891)
Net Assets Available for Benefits per the Form 5500	<u>\$ 9,207,100</u>	<u>\$ 9,001,731</u>

The following is a reconciliation of participant contributions per the financial statements for the year ended December 31, 2011 to Form 5500:

Participant Contributions per the Financial Statements	\$ 694,086
Less: Participant Contributions Receivable	(1,423)
Participant Contributions per Form 5500	<u>\$ 692,663</u>

The following is a reconciliation of employer contributions per the financial statements for the year ended December 31, 2011 to Form 5500:

Employer Contributions per the Financial Statements	\$ 363,767
Less: Participant Contributions Receivable	(789)
Employer Contributions per Form 5500	<u>\$ 362,978</u>

The following is a reconciliation of benefit payments per the financial statements for the year ended December 31, 2011 to Form 5500:

Benefits Paid to Participants per the Financial Statements	\$ 866,317
Add: Current Year Deemed Distributions	16,808
Less: Prior Year Deemed Distributions	(15,891)
Add: Prior Year Excess Contributions Payable	12,027
Benefits Paid to Participants per Form 5500	<u>\$ 879,261</u>

Financial statements are prepared on the accrual basis and Form 5500 is prepared on the cash basis.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 9 PLAN TERMINATION

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

NOTE 10 EXCESS CONTRIBUTIONS PAYABLE

For the year ended December 31, 2010, the Plan failed to comply with the Actual Deferral Percentage discrimination test under section 401(k) of the Internal Revenue Code. This test is to determine whether contributions are discriminating in favor of the highly compensated group of employees as compared to the non-highly compensated group of employees. A corrective measure to be taken, in order to continue as a qualified plan under section 401(a) of the Internal Revenue Code, is to refund the excess contributions and any corresponding employer matching contributions to the highly compensated employees (the "corrective disbursement"). Corrective disbursements of \$12,027 were necessary for contributions made in 2010 and are included in excess contributions payable.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
E.I.N. 62-1698134 PLAN NO. 001
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT YEAR END)
DECEMBER 31, 2011

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost Value **	Current Value
		<u>Money Market Fund</u>		
*	DWS Trust Company	DWS Money Market Trust		\$ 1,170,314
		<u>Mutual Funds:</u>		
*	DWS Trust Company	Van Kampen Equity and Income Fund		945,885
*	DWS Trust Company	DWS Equity 500 Index Fund		878,774
*	DWS Trust Company	DWS Large Cap Value Fund		529,557
*	DWS Trust Company	Franklin Income Fund		526,545
*	DWS Trust Company	PIMCO Total Return Fund		507,747
*	DWS Trust Company	Pioneer Oak Ridge Small Cap Fund		478,674
*	DWS Trust Company	Allianz NFJ Small Cap Value Fund		474,436
*	DWS Trust Company	Blackrock Mid Cap Value Opportunities Fund		393,830
*	DWS Trust Company	American Heritage Fund		385,999
*	DWS Trust Company	DWS Capital Growth Fund		385,231
*	DWS Trust Company	Davis New York Venture Fund		376,590
*	DWS Trust Company	Thornburg International Value Fund		375,358
*	DWS Trust Company	Blackrock Global Allocation Fund, Inc.		320,229
*	DWS Trust Company	Goldman Sachs Mid Cap Value Fund		236,828
*	DWS Trust Company	Franklin Mutual Global Fund		154,899
*	DWS Trust Company	DWS Health Care Fund		145,423
*	DWS Trust Company	DWS Strategic Income Fund		135,853
*	DWS Trust Company	DWS GNMA Fund		116,726
*	DWS Trust Company	Blackrock Pacific Fund, Inc.		78,640
*	DWS Trust Company	JPMorgan Smart Retire 2025		31,237
*	DWS Trust Company	JPMorgan Smart Retire 2020		7,535
*	DWS Trust Company	JPMorgan Smart Retire 2040		5,412
*	DWS Trust Company	JPMorgan Smart Retire 2045		826
		Total Mutual Funds		<u>7,492,234</u>
*	Participants	Participant Loans, 4.25% - 10.50%	-0-	<u>544,552</u>
				<u><u>\$ 9,207,100</u></u>

* Indicates Party-in-Interest

**Cost omitted for participant-directed accounts

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked “yes”:

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

**AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

YEARS ENDED DECEMBER 31, 2011 and 2010

**AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
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CliftonLarsonAllen LLP
www.cliftonlarsonallen.com

INDEPENDENT AUDITORS' REPORT

Plan Management and Participants
Air Transport International LLC 401(k) Plan
Orlando, Florida

We were engaged to audit the financial statements and supplemental schedule of Air Transport International LLC 401(k) Plan as of December 31, 2011 and 2010, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedule 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 cited in Note 3, which was certified by DWS Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. 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 and for the years ended December 31, 2011 and 2010, 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 and supplemental schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, 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.

CliftonLarsonAllen LLP

Orlando, Florida
September 25, 2012

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 and 2010

ASSETS			
		2011	2010
INVESTMENTS (at Fair Value)			
Mutual Funds	\$	7,492,234	\$ 7,149,518
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LIABILITIES			
EXCESS CONTRIBUTIONS PAYABLE		<u>-</u>	<u>12,027</u>
NET ASSETS AVAILABLE FOR BENEFITS		<u><u>\$ 9,226,120</u></u>	<u><u>\$ 9,005,595</u></u>

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AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2011 AND 2010

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**AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010**

NOTE 1 DESCRIPTION OF PLAN

The following description of the Air Transport International LLC 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

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Contributions

The Plan includes a salary deferral arrangement allowed under Section 401(k) of the Internal Revenue Code. Eligible participants are permitted to elect to have a percentage, limited by Plan provisions, of their compensation contributed as pre-tax 401(k) contributions to the Plan. Participants age 50 or older are allowed to make catch-up contributions.

The Employer matching contribution is 100% of the eligible participant's deferrals up to 3% of the participant's eligible compensation and 50% of the eligible participant's deferrals up to an additional 2% of the participant's eligible compensation.

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Participant Accounts

Each participant's account is credited with the participant's salary deferral, the Employer's matching contribution, and an allocation of Plan earnings or losses. Allocations are based on participant earnings or account balances as defined. Income is allocated daily based on the shares in the participant's account.

Vesting

Participants are immediately vested in their employee contributions, their employer matching contributions plus actual earnings thereon.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Payment of Benefits

Upon retirement, death, disability, or resignation of a participant, or upon termination of the Plan, a participant or beneficiary may elect to receive a distribution under one of the following methods: (a) lump sum or (b) periodic installment payments. In-service withdrawals of employee contributions for reasons of hardship (as defined in the Plan agreement) or attaining age 59½ are allowed. A hardship withdrawal results in a suspension of employee contributions to the Plan for six months. If a participant terminates employment and the participant's account balance does not exceed \$1,000, the Plan Administrator will authorize the benefit payment without the participant's consent.

Forfeitures

Forfeited non-vested accounts are used to reduce future Employer contributions. Forfeited non-vested accounts as of December 31, 2011 and 2010 were \$34,478 and \$29,056, respectively. There were no forfeitures used to reduce Employer contributions for the years ended December 31, 2011 and 2010.

Notes Receivable from Participants

Participants may borrow from their accounts up to the lesser of \$50,000, as reduced by the participant's highest outstanding Plan note balances during the year proceeding the date of the note, or 50% of their vested account balance. Note terms range from one to five years for general purpose notes and a maximum of 15 years for the purchase of a primary residence. The notes are secured by the participant's account and bear interest at rates ranging from 4.25% to 10.50%. Principal and interest are paid primarily through payroll deductions on at least a quarterly basis. Interest paid by the participant is credited to the participant's account.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of changes in net assets during the reporting period. Actual results could differ from those estimates.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments

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

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the valuation methodologies used at December 31, 2011 and 2010.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Following is a description of the valuation methodologies used for assets measured at fair value.

Mutual funds represent investments with various investment managers. The fair values of mutual funds are determined by reference to the fund's underlying assets, which are principally marketable equity and fixed income securities. Shares held in mutual funds traded on national securities exchanges are valued at the net asset value. The money market fund is valued at cost, which approximates fair value.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition (Continued)

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

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

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

For the years ended December 31, 2011 and 2010, substantially all administrative expenses of the Plan were paid by the Employer on behalf of the Plan.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable are reclassified as distributions based upon the terms of the plan documents.

Subsequent Events

In preparing these financials statements, the Plan has evaluated events and transactions for potential recognition or disclosure through September 25, 2012, the date the financial statements were available to be issued.

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

DWS Trust Company, the trustee of the Plan, has supplied the Plan administrator with a certification as to the completeness and accuracy of all investment information and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2011 and 2010, the statements of changes in net assets available for the years then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2011.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 4 INVESTMENTS

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

	2011			
	Level 1	Level 2	Level 3	Total
Assets:				
Mutual Funds:				
Value Funds	\$ 3,185,721	\$ -	\$ -	\$ 3,185,721
Blend Funds	1,775,502	-	-	1,775,502
Growth Funds	1,384,686	-	-	1,384,686
Bond Funds	1,029,599	-	-	1,029,599
Intermediate Government Fund	116,726	-	-	116,726
Total Mutual Funds	7,492,234	-	-	7,492,234
Money Market Funds	1,170,314	-	-	1,170,314
Total Investments at Fair Value	<u>\$ 8,662,548</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,662,548</u>
	2010			
	Level 1	Level 2	Level 3	Total
Assets:				
Mutual Funds:				
Value Funds	\$ 2,908,830	\$ -	\$ -	\$ 2,908,830
Blend Funds	1,704,687	-	-	1,704,687
Growth Funds	1,443,202	-	-	1,443,202
Bond Funds	969,695	-	-	969,695
Intermediate Government Fund	123,104	-	-	123,104
Total Mutual Funds	7,149,518	-	-	7,149,518
Money Market Funds	1,210,775	-	-	1,210,775
Total Investments at Fair Value	<u>\$ 8,360,293</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,360,293</u>

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 4 INVESTMENTS (CONTINUED)

The following investments represent 5 percent or more of the Plan's net assets as of December 31:

	<u>2011</u>	<u>2010</u>
DWS Money Market Trust	\$ 1,170,314	\$ 1,210,775
Van Kampen Equity and Income Fund	945,885	915,623
DWS Equity 500 Index Fund	878,774	848,515
DWS Large Cap Value Fund	529,557	552,527
Franklin Income Fund	526,545	*
PIMCO Total Return Fund	507,747	*
Pioneer Oak Ridge Small Cap Fund	478,674	*
Allianz NFJ Small Cap Value Fund	474,436	*
Thornburg International Value Fund	*	554,041

* Does not exceed 5% of net assets available for benefits

During 2011 and 2010, the Plan's investments (including investments bought, sold and held during the year) (depreciated) appreciated by \$(319,014) and 796,337, respectively.

NOTE 5 PARTY-IN-INTEREST

Plan investments are managed by DWS Trust Company, the trustee of the Plan, therefore, these transactions qualify as party-in-interest. Fees paid to the trustee during 2011 and 2010 were \$5,380 and \$5,155, respectively.

NOTE 6 TAX STATUS

The Plan is operating under a prototype plan designed by the Trustee. The Trustee has received a determination letter from the Internal Revenue Service dated March 31, 2008, which indicates that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since the Trustee received the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan 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. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 7 RISKS AND UNCERTAINTIES

The Plan provides for investment in a variety of investment funds. In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments 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.

NOTE 8 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2011 and 2010 to Form 5500:

	<u>2011</u>	<u>2010</u>
Net Assets Available for Benefits per the Financial Statements	\$ 9,226,120	\$ 9,005,595
Less: Participant Contributions Receivable	(1,423)	-
Less: Employer Contributions Receivable	(789)	-
Add: Excess Contributions Payable	-	12,027
Deemed Distributions	(16,808)	(15,891)
Net Assets Available for Benefits per the Form 5500	<u>\$ 9,207,100</u>	<u>\$ 9,001,731</u>

The following is a reconciliation of participant contributions per the financial statements for the year ended December 31, 2011 to Form 5500:

Participant Contributions per the Financial Statements	\$ 694,086
Less: Participant Contributions Receivable	(1,423)
Participant Contributions per Form 5500	<u>\$ 692,663</u>

The following is a reconciliation of employer contributions per the financial statements for the year ended December 31, 2011 to Form 5500:

Employer Contributions per the Financial Statements	\$ 363,767
Less: Participant Contributions Receivable	(789)
Employer Contributions per Form 5500	<u>\$ 362,978</u>

The following is a reconciliation of benefit payments per the financial statements for the year ended December 31, 2011 to Form 5500:

Benefits Paid to Participants per the Financial Statements	\$ 866,317
Add: Current Year Deemed Distributions	16,808
Less: Prior Year Deemed Distributions	(15,891)
Add: Prior Year Excess Contributions Payable	12,027
Benefits Paid to Participants per Form 5500	<u>\$ 879,261</u>

Financial statements are prepared on the accrual basis and Form 5500 is prepared on the cash basis.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2011 AND 2010

NOTE 9 PLAN TERMINATION

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

NOTE 10 EXCESS CONTRIBUTIONS PAYABLE

For the year ended December 31, 2010, the Plan failed to comply with the Actual Deferral Percentage discrimination test under section 401(k) of the Internal Revenue Code. This test is to determine whether contributions are discriminating in favor of the highly compensated group of employees as compared to the non-highly compensated group of employees. A corrective measure to be taken, in order to continue as a qualified plan under section 401(a) of the Internal Revenue Code, is to refund the excess contributions and any corresponding employer matching contributions to the highly compensated employees (the "corrective disbursement"). Corrective disbursements of \$12,027 were necessary for contributions made in 2010 and are included in excess contributions payable.

AIR TRANSPORT INTERNATIONAL LLC
401(K) PLAN
E.I.N. 62-1698134 PLAN NO. 001
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT YEAR END)
DECEMBER 31, 2011

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Cost Value **	Current Value
		<u>Money Market Fund</u>		
*	DWS Trust Company	DWS Money Market Trust		\$ 1,170,314
		<u>Mutual Funds:</u>		
*	DWS Trust Company	Van Kampen Equity and Income Fund		945,885
*	DWS Trust Company	DWS Equity 500 Index Fund		878,774
*	DWS Trust Company	DWS Large Cap Value Fund		529,557
*	DWS Trust Company	Franklin Income Fund		526,545
*	DWS Trust Company	PIMCO Total Return Fund		507,747
*	DWS Trust Company	Pioneer Oak Ridge Small Cap Fund		478,674
*	DWS Trust Company	Allianz NFJ Small Cap Value Fund		474,436
*	DWS Trust Company	Blackrock Mid Cap Value Opportunities Fund		393,830
*	DWS Trust Company	American Heritage Fund		385,999
*	DWS Trust Company	DWS Capital Growth Fund		385,231
*	DWS Trust Company	Davis New York Venture Fund		376,590
*	DWS Trust Company	Thornburg International Value Fund		375,358
*	DWS Trust Company	Blackrock Global Allocation Fund, Inc.		320,229
*	DWS Trust Company	Goldman Sachs Mid Cap Value Fund		236,828
*	DWS Trust Company	Franklin Mutual Global Fund		154,899
*	DWS Trust Company	DWS Health Care Fund		145,423
*	DWS Trust Company	DWS Strategic Income Fund		135,853
*	DWS Trust Company	DWS GNMA Fund		116,726
*	DWS Trust Company	Blackrock Pacific Fund, Inc.		78,640
*	DWS Trust Company	JPMorgan Smart Retire 2025		31,237
*	DWS Trust Company	JPMorgan Smart Retire 2020		7,535
*	DWS Trust Company	JPMorgan Smart Retire 2040		5,412
*	DWS Trust Company	JPMorgan Smart Retire 2045		826
		Total Mutual Funds		<u>7,492,234</u>
*	Participants	Participant Loans, 4.25% - 10.50%	-0-	<u>544,552</u>
				<u><u>\$ 9,207,100</u></u>

* Indicates Party-in-Interest

**Cost omitted for participant-directed accounts

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AIR TRANSPORT INTERNATIONAL LLC 401K PLAN

EIN: 62-1698134

Plan Sponsor's Name AIR TRANSPORT INTERNATIONAL, LLC

PN: 002

(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
	DWS UNCONSTRAINED INCOME S	REGISTERED INVESTMENT COMPANY		135,853
	PIONEER OAK RIDGE SM CP GR - A	REGISTERED INVESTMENT COMPANY		478,674
	THORNBURG INTL VALUE - R4	REGISTERED INVESTMENT COMPANY		375,358
	PIMCO TOTAL RETURN - ADMIN	REGISTERED INVESTMENT COMPANY		507,747
	JPMORGAN SMARTRET 2040 -A	REGISTERED INVESTMENT COMPANY		5,412
	BLACKROCK MID CAP VAL OPP FD-A	REGISTERED INVESTMENT COMPANY		393,830
	FRANKLIN INCOME FUND - A	REGISTERED INVESTMENT COMPANY		526,545

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AIR TRANSPORT INTERNATIONAL LLC 401K PLAN

EIN: 62-1698134

Plan Sponsor's Name AIR TRANSPORT INTERNATIONAL, LLC

PN: 002

(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
	DWSMMPS- CASH INVEST TRUST-S	REGISTERED INVESTMENT COMPANY		1,170,314
	JPMORGAN SMARTRETIRE 2045 - A	REGISTERED INVESTMENT COMPANY		825
	DWS GNMA FUND-S	REGISTERED INVESTMENT COMPANY		116,726
	BLACKROCK GLOBAL ALLOCATION A	REGISTERED INVESTMENT COMPANY		320,229
	GS MID CAP VALUE FUND - A	REGISTERED INVESTMENT COMPANY		236,828
	AMERCENT HERITAGE FUND - A	REGISTERED INVESTMENT COMPANY		385,999
	JPMORGAN SMARTRETIRE 2025 - A	REGISTERED INVESTMENT COMPANY		31,237

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AIR TRANSPORT INTERNATIONAL LLC 401K PLAN

EIN: 62-1698134

Plan Sponsor's Name AIR TRANSPORT INTERNATIONAL, LLC

PN: 002

(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
	FRANKLIN MUT GLB DISC - A	REGISTERED INVESTMENT COMPANY		154,899
	DAVIS NEW YORK VENTURE FUND- A	REGISTERED INVESTMENT COMPANY		376,590
	DWS CAPITAL GROWTH FUND-S	REGISTERED INVESTMENT COMPANY		385,231
	DWS EQUITY 500 INDEX FUND-S	REGISTERED INVESTMENT COMPANY		878,774
	DWS LARGE CAP VALUE FUND-S	REGISTERED INVESTMENT COMPANY		529,557
	INVVK EQUITY AND INCOME A	REGISTERED INVESTMENT COMPANY		945,885
	BLACKROCK PACIFIC - A	REGISTERED INVESTMENT COMPANY		78,640

Attachment to 2011 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name AIR TRANSPORT INTERNATIONAL LLC 401K PLAN

EIN: 62-1698134

Plan Sponsor's Name AIR TRANSPORT INTERNATIONAL, LLC

PN: 002

(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
	ALLIANZ NFJ SMALL-CAP VALUE -A	REGISTERED INVESTMENT COMPANY		474,436
	JPMORGAN SMARTRET 2020 -A	REGISTERED INVESTMENT COMPANY		7,535
	DWS HEALTH CARE FUND-S	REGISTERED INVESTMENT COMPANY		145,423
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 10.50%)		544,552