Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 12/31/2010 and ending 12/30/2011

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
FLIGHTSAFETY INTERNATIONAL , INC. RETIREMENT INCOME PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/31/1965

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

10770 E. BRIARWOOD AVENUE SUITE 100
CENTENNIAL, CO 80012

10770 E. BRIARWOOD AVENUE SUITE 100
CENTENNIAL, CO 80012

2b Employer Identification Number (EIN) 13-3916524

2c Sponsor's telephone number 303-783-1023

2d Business code (see instructions) 488990

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2012	TADARI C. AHLES
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2012	MARIO D'ANGELO
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")

TADARI C. AHLES

10770 E. BRIARWOOD AVENUE SUITE 100
CENTENNIAL, CO 80012

3b Administrator's EIN: 13-3916524

3c Administrator's telephone number: 303-783-1023

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	4251
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**	1834
b	Retired or separated participants receiving benefits	**6b**	1157
c	Other retired or separated participants entitled to future benefits	**6c**	1111
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	4102
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	129
f	Total. Add lines **6d** and **6e**	**6f**	4231
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 12/31/2010 and ending 12/30/2011

A Name of plan
FLIGHTSAFETY INTERNATIONAL , INC. RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
FLIGHTSAFETY INTERNATIONAL , INC.

D Employer Identification Number (EIN)
13-3916524

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
04-1590850	65935	SA 12737	4231	12/31/2010	12/30/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	2096853

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP ANNUITY

b	Balance at the end of the previous year			7b	
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)			
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below) ▶	7c(5)			
	(6) Total additions			7c(6)	
d	Total of balance and additions (add **b** and **c(6)**)			7d	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)			
	(2) Administration charge made by carrier	7e(2)			
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below) ▶	7e(4)			
	(5) Total deductions			7e(5)	
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 12/31/2010 and ending 12/30/2011

▶ **Round off amounts to nearest dollar.**

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

A Name of plan
FLIGHTSAFETY INTERNATIONAL , INC. RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF
FLIGHTSAFETY INTERNATIONAL , INC.

D Employer Identification Number (EIN)
13-3916524

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

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

Part I Basic Information

1 Enter the valuation date: Month 12 Day 31 Year 2010

2	Assets:			
	a Market value		**2a**	193675908
	b Actuarial value		**2b**	193675908
3	Funding target/participant count breakdown		**(1)** Number of participants	**(2)** Funding Target
	a For retired participants and beneficiaries receiving payment	**3a**	1180	82096609
	b For terminated vested participants	**3b**	1088	21549339
	c For active participants:			
	(1) Non-vested benefits	**3c(1)**		230069
	(2) Vested benefits	**3c(2)**		126488633
	(3) Total active	**3c(3)**	1983	126718702
	d Total	**3d**	4251	230364650
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
	a Funding target disregarding prescribed at-risk assumptions		**4a**	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		**4b**	
5	Effective interest rate		**5**	6.42 %
6	Target normal cost		**6**	11473186

Statement by Enrolled Actuary

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

SIGN HERE

Signature of actuary

07/31/2012
Date

DAVID B. WOODMANSEE JR
Type or print name of actuary

11-05801
Most recent enrollment number

MASSMUTUAL FINANCIAL GROUP
Firm name

413-744-6837
Telephone number (including area code)

1295 STATE STREET
SPRINGFIELD, MA 01111-0001
Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	9719334	14902335
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	9719334	0
9	Amount remaining (Item 7 minus item 8)	0	14902335
10	Interest on item 9 using prior year's actual return of 5.51 %		821119
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		1253
b	Interest on (a) using prior year's effective rate of 6.65 %		83
c	Total available at beginning of current plan year to add to prefunding balance		1336
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections		6339266
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12)	0	9384188

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	87.82 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2011	12086022				
03/28/2012	20000000				
		Totals ► 18(b)		32086022	18(c) 0

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

a	Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	30385238

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of Quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	
3.92 %	6.40 %	6.61 %	☐ N/A, full yield curve used

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

22 Weighted average retirement age — **22**: 65

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment ☒ Yes ☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment — **27**:

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	**31**		11473186
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		46072930	7603697
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**		
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33)	**34**		19076883

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

36 Additional cash requirement (item 34 minus item 35)	**36**	19076883
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	**37**	30385238
38 Interest-adjusted excess contributions for current year (see instructions)	**38**	11308355
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	**39**	0
40 Unpaid minimum required contribution for all years	**40**	0

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

For calendar plan year 2010 or fiscal plan year beginning 12/31/2010 and ending 12/30/2011

A Name of plan	**B** Three-digit plan number (PN) ▶	
FLIGHTSAFETY INTERNATIONAL , INC. RETIREMENT INCOME PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
FLIGHTSAFETY INTERNATIONAL , INC.	13-3916524	

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

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

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

MASSACHUSETTS MUTUAL LIFE INS. CO.

04-1590850

(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?
13 52 68 72	CONTRACT ADMINISTRATOR	281450	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
PREMIER INTL EQUITY OFI INST 04-3212044	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
SELECT INDEXED EQTY NORTHRN TRUST 04-3410047	BASIS POINTS * PLAN ASSETS

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.
SELECT SM CAP GR W AND R WELLINGTON 04-3464205	BASIS POINTS * PLAN 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
MASSACHUSETTS MUTUAL LIFE INS. CO.	72	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.	
SELECT LARGE CAP VALUE DAVIS 04-3513019	BASIS POINTS * PLAN ASSETS	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

a	Name:	**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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 12/31/2010 and ending 12/30/2011

A Name of plan
FLIGHTSAFETY INTERNATIONAL , INC. RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FLIGHTSAFETY INTERNATIONAL , INC.

D Employer Identification Number (EIN)
13-3916524

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

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

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

b Name of sponsor of entity listed in (a): MASSACHUSETTS MUTUAL LIFE INSURANCE

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-1590850-139	P	2096853

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 12/31/2010 and ending 12/30/2011

A Name of plan
FLIGHTSAFETY INTERNATIONAL , INC. RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FLIGHTSAFETY INTERNATIONAL , INC.

D Employer Identification Number (EIN)
13-3916524

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		20000000
(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)	2631465	2762202
(2) U.S. Government securities	1c(2)	72054315	81700449
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	27448921	26495143
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	87367060	87137778
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	1692688	2096853
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	731050	767067

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	191925499	220959492
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h	75000	68750
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	75000	68750
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	191850499	220890742

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)	34616336	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		34616336
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)	5309449	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		5309449
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-1185122	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-1185122
(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)		
c Other income	2c		-5890
d Total income. Add all **income** amounts in column (b) and enter total	2d		38734773
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9414432	
(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)		9414432
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	280098	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		280098
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		9694530
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		29040243
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: CAUSEY DEMGEN & MOORE P.C. (2) EIN: 84-1158905

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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

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

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 12/31/2010 and ending 12/30/2011

A Name of plan
FLIGHTSAFETY INTERNATIONAL , INC. RETIREMENT INCOME PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
FLIGHTSAFETY INTERNATIONAL , INC.

D Employer Identification Number (EIN)
13-3916524

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): 04-1590850

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** 4

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
Stock: 39% Investment-Grade Debt: 12% High-Yield Debt: 0% Real Estate: 0% Other: 49%

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):

FLIGHTSAFETY INTERNATIONAL INC.

RETIREMENT INCOME PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

DECEMBER 30, 2011 AND 2010

WITH

REPORT OF INDEPENDENT AUDITORS

FLIGHTSAFETY INTERNATIONAL INC.
RETIREMENT INCOME PLAN
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All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure Under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

CAUSEY DEMGEN & MOORE P.C.
Certified Public Accountants and Consultants

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Denver, Colorado 80202-2025
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REPORT OF INDEPENDENT AUDITORS

To the Participants and Administrator of FlightSafety International Inc.
Retirement Income Plan

We were engaged to audit the financial statements and supplemental schedules of the FlightSafety International Inc. Retirement Income Plan (the Plan) as of December 30, 2011 and 2010 and for the years then ended, as listed in the accompanying index. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Massachusetts Mutual Life Insurance Company and Wells Fargo Bank, N.A., the custodians of the Plan, except for comparing the information contained therein with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the custodians hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the custodians as of and for the years ended December 30, 2011 and 2010, that the information provided to the plan administrator by the custodians 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 schedules taken as a whole. The supplemental schedules are presented for the purposes of additional analysis and are not a required part of the financial statements but are 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 schedules, other than that derived from the information certified by the custodians, 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.

Causey Demgen & Moore P.C.

Denver, Colorado
October 9, 2012

FLIGHTSAFETY INTERNATIONAL INC.
RETIREMENT INCOME PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
December 30, 2011 and 2010

	2011	2010
Assets		
Investments at fair value:		
Cash and cash equivalents	$ 84,607,039	$ 74,025,359
Mortgate and asset-backed securities	1,952,465	2,353,109
Corporate bonds	26,495,143	27,448,921
Common stocks	87,137,778	87,367,060
Total investments at fair value	200,192,425	191,194,449
Receivables:		
Employer contribution receivable	20,000,000	-
Accrued investment income	767,067	731,050
Total assets	220,959,492	191,925,499
Liabilities		
Accrued administrative expenses	68,750	75,000
Total liabilities	68,750	75,000
Net assets available for benefits	$ 220,890,742	$ 191,850,499

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

FLIGHTSAFETY INTERNATIONAL INC.
RETIREMENT INCOME PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the years ended December 30, 2011 and 2010

	2011	2010
Additions to net assets attributed to:		
Investment income:		
Net (depreciation) appreciation in fair value of investments	$ (1,191,012)	$ 4,418,636
Dividend and interest income	5,309,449	4,937,492
Net investment income	4,118,437	9,356,128
Employer contributions	34,616,336	15,951,456
Total additions	38,734,773	25,307,584
Deductions in net assets attributed to:		
Benefits paid to participants and beneficiaries	9,414,432	8,431,088
Administrative expenses	280,098	304,999
Total deductions	9,694,530	8,736,087
Net increase in net assets	29,040,243	16,571,497
Net assets available for benefits:		
Beginning of year	191,850,499	175,279,002
End of year	$ 220,890,742	$ 191,850,499

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

FLIGHTSAFETY INTERNATIONAL INC.
RETIREMENT INCOME PLAN
NOTES TO FINANCIAL STATEMENTS
December 30, 2011 and 2010

1. Description of the Plan

The following summary of the FlightSafety International Inc. (the "Company") Retirement Income Plan (the "Plan") is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General:

The Plan is a non-contributory qualified defined benefit plan covering eligible employees of the Company and three of its wholly-owned subsidiaries: MarineSafety International, Inc., FlightSafety Capital Corporation and FlightSafety Texas, Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Massachusetts Mutual Life Insurance Company ("Mass Mutual") and Wells Fargo Bank ("Wells Fargo") are the custodians of the Plan's assets. Effective December 30, 2005, the Plan was amended to not allow new participants unless the employee is a rehire who was a Plan participant prior to December 30, 2005.

Contributions:

The Company's annual contributions to the Plan are: (i) based upon calculations prepared by the Plan's consulting actuary using the unit credit actuarial cost method; (ii) in such amounts as are considered necessary to maintain the Plan in sound condition; and (iii) consistent with the minimum funding requirements of ERISA. The Company funds pension costs accrued and may discontinue its contributions to the Plan at any time, subject to the requirements set forth in ERISA. The Company funds the Plan annually such that all employees' benefits will be fully provided for upon retirement. The Company's annual contributions exceeded the minimum funding requirements of ERISA during the years ended December 30, 2011 and 2010.

Plan administration:

The Company is designated as the Plan administrator.

Payment of benefits and vesting:

All eligible employees having attained age 21 and having completed at least 1,000 hours of service in a consecutive twelve-month period are eligible to participate in the Plan. A participant is vested after five years of credited service or upon reaching age 55, whichever comes first. Participants having completed five years of participation are entitled to retirement benefits beginning at age 65 or later. The normal retirement benefit is calculated as $1/12^{th}$ of the sum of the following:

1. Description of the Plan (continued)

   i. the participant's accrued benefit under the Plan as of December 30, 1989, determined under the terms of the Plan in effect on that date (the normal retirement benefit through December 30, 1989 was calculated as 60% of the participant's average compensation less 74.07% of the participant's Social Security benefit in effect at retirement, reduced proportionately for participants with less than 30 years of credited service, with a minimum monthly retirement benefit of $100); plus

   ii. 1.1% of the participant's average annual earnings multiplied by the participant's total number of years of credited service to a maximum of 35 years minus years of service earned prior to December 30, 1989; plus

   iii. 0.75% of the participant's average annual earnings in excess of the participant's Covered Compensation, as defined by the plan, multiplied by the participant's total number of years of service to a maximum of 35 years minus years of service earned prior to December 30, 1989.

   The Plan permits early retirement to vested employees at ages 55-64 to an employee who has at least 10 years of service. Employees may elect to receive their pension benefits in the form of a joint and survivor annuity or life annuity payable monthly from retirement. If employees terminate before being vested, they forfeit the right to receive the portion of their accumulated benefit attributable to the Company's contributions unless they are rehired before they have five one-year breaks in service.

2. Summary of significant accounting policies

   Basis of presentation:

   The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

   Use of estimates:

   The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the actuarial present value of accumulated benefits as of the benefit information date, the changes in net assets available for benefits during the reporting period and, when applicable, the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

2. Summary of significant accounting policies (continued)

Investments:

The Plan utilizes various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

If available, quoted market prices are used to value investments. Investment transactions are accounted for on the trade date and, for the purpose of determining gain or loss on securities sold, the cost of securities is based on average cost. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Cash and cash equivalents:

Cash and cash equivalents include all highly liquid investment instruments with original maturities of three months or less.

Payment of benefits:

Benefit payments to participants are recorded when paid.

Expenses of the Plan:

Administrative expenses of the Plan, including the Pension Benefit Guaranty Corporation ("PBGC") premium, are paid by the Company, but to the extent such expenses are not paid by the Company, they are paid out of the Plan assets, as provided in the Plan Document.

Accumulated Benefits:

Accumulated benefits information is presented as of the beginning of the Plan year.

3. Investments

The following presents investments that represent five percent or more of the Plan's net assets available for benefits as of December 30:

	2011	2010
U.S. Treasury Bill due 02/17/2011	$ - *	$ 69,701,206
U.S. Treasury Bill due 02/16/2012	79,747,984	- *
Zurich Reinsurance Centre Holdings due 10/15/23	17,050,569	16,413,230
Johnson & Johnson	13,843,938	13,075,534
US Bancorp	13,395,160	13,340,688
Wells Fargo & Co.	10,610,600	11,865,700
Kraft Foods Inc.	15,678,124	13,223,172
Proctor & Gamble Co.	15,997,058	15,414,344
HSBC - ADR Sponsored ADR	8,193,405 *	10,941,744

* - The fair value of this investment represents less than 5% of the Plan's net assets as of December 30.

For the years ended December 30, 2011 and 2010, net appreciation (depreciation) in the fair value of the Plan's investments was as follows:

	2011	2010
Corporate bonds	$ (953,777)	$ (1,390,541)
Mortgage and asset-backed securities	(7,952)	74,797
Common stocks	(229,283)	5,734,380
Net (depreciation) appreciation in fair value of investments	$ (1,191,012)	$ 4,418,636

4. Fair value measurements

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

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

Level 2: Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 30, 2011 and 2010.

Cash and cash equivalents: Valued at $1.00.

Investments in mortgage and asset-backed securities: Valued via model using various inputs such as but not limited to daily cash flow, snapshots of TBA market and US Treasury

4. Fair value measurements (continued)

market, floating rate indices such as LIBOR, CMT and Prime as a benchmark yield, spread over index, periodic and life caps, next coupon adjustment date, and convertibility of the bond.

Investments in corporate bonds: Valued at the closing price reported on the active market with integrated relative credit information, observed market movements, and sector news into the evaluated pricing applications and models.

Investments in common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 30, 2011:

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents:				
U.S. government securities	$ 79,747,984	$ -	$ -	$ 79,747,984
Short-term funds	4,859,055	-	-	4,859,055
Total cash and cash equivalents	84,607,039	-	-	84,607,039
Common stocks:				
Health care	13,843,938	-	-	13,843,938
Financials	24,005,760	-	-	24,005,760
Consumer staples	31,675,182	-	-	31,675,182
Industrials	9,419,493	-	-	9,419,493
ADRs	8,193,405	-	-	8,193,405
Total common stocks	87,137,778	-	-	87,137,778
Mortgage and asset-backed securities	-	1,952,465	-	1,952,465
Corporate bonds	-	26,495,143	-	26,495,143
	$ 171,744,817	$ 28,447,608	$ -	$ 200,192,425

4. Fair value measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 30, 2010:

	Level 1	Level 2	Level 3	Total
Cash and cash equivalents:				
U.S. government securities	$ 69,701,206	$ -	$ -	$ 69,701,206
Short-term funds	4,324,153	-	-	4,324,153
Total cash and cash equivalents	74,025,359	-	-	74,025,359
Common stocks:				
Health care	13,075,534	-	-	13,075,534
Financials	25,206,388	-	-	25,206,388
Consumer staples	28,637,516	-	-	28,637,516
Industrials	9,505,878	-	-	9,505,878
ADRs	10,941,744	-	-	10,941,744
Total common stocks	87,367,060	-	-	87,367,060
Mortgage and asset-backed securities	-	2,353,109	-	2,353,109
Corporate bonds	-	27,448,921	-	27,448,921
	$ 161,392,419	$ 29,802,030	$ -	$ 191,194,449

5. Actuarial assumptions

The more significant assumptions and data supplied by the actuary for the December 31, 2010 and 2009 actuarial valuation were as follows:

Assumed retirement age:	65 and 5 years of participation
Mortality:	RP-2000 Mortality Tables for Non-Annuitants (preretirement) and Annuitants (post retirement), Fully Generational with Scale AA

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

5. Actuarial assumptions (continued)

Accumulated benefits are those future periodic payments that are attributable to the service employees have rendered under the provisions of the Plan. The actuarial present value of accumulated benefits is determined by the Plan's actuary and represents the amount that results from applying actuarial assumptions to adjust the accumulated benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, withdrawal or retirement) between the valuation date and the expected date of payment. The expected long-term return on the Plan assets was 6.5% for the December 31, 2010 and 2009 actuarial valuation.

The actuarial present values of accumulated benefits at December 31, 2010 and 2009 are summarized as follows:

	2010	2009
Vested benefits:		
Active participants	$125,561,365	$112,103,468
Retired participants and beneficiaries	79,843,379	73,784,862
Terminated participants	21,507,562	20,131,855
	226,912,306	206,020,185
Non-vested benefits	227,964	1,412,814
Total actuarial present value of accumulated benefits	$227,140,270	$207,432,999

The changes in the actuarial present value of accumulated benefits for the period from December 31, 2008 to December 31, 2010 are as follows:

	2010	2009
Actuarial present value of accumulated benefits, beginning of year	$207,432,999	$186,668,575
Increase (decrease) during the year attributable to:		
Benefits accumulated	12,099,849	16,051,275
Increase due to passage of time (discount period)	13,994,005	12,906,625
Benefits paid	(8,480,912)	(8,312,762)
Other	2,094,329	119,286
Total actuarial present value of accumulated benefits	$227,140,270	$207,432,999

5. Actuarial assumptions (continued)

The December 31, 2010 actuarial valuation reflects the effect of the following assumption change:

- The interest rate assumption for valuing the Funding Target was changed from the December 2009 IRS Segmented Yield Curve in 2009 to the August 2010 IRS Segmented Yield Curve in 2010.

6. Related party transactions

Certain Plan investments are shares of mutual funds managed by MassMutual. MassMutual is a custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Annual fees paid by the Plan to MassMutual are for administrative and actuarial services and amounted to $275,200 and $300,000 for the years ended December 30, 2011 and 2010, respectively.

Certain plan investments are managed by Wells Fargo. Wells Fargo is a custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for administrative services were $4,898 and $4,999 for the years ended December 30, 2011 and 2010, respectively.

7. Federal income tax status

The Internal Revenue Service has determined and informed the Company by a letter dated June 28, 2012, that the Plan was designed in accordance with the applicable regulations of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Accordingly, the financial statements contain no provision for federal or state income taxes.

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 if the organization 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 30, 2011, there are no uncertain positions taken, or expected to be taken, that would require recognition of a liability 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.

8. Plan termination

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of benefits to the participants in an order or priority determined in accordance with ERISA, applicable regulations thereunder and the Plan Document.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor's pension. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

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

9. Information certified by the Custodians

The Plan administrator has elected the method of compliance permitted under 29 CFR2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Security Act of 1974. Information certified by the custodians as complete and accurate includes fair value of investments, interest income, dividend income, appreciation (depreciation) in fair value of investments as of December 30, 2011 and 2010 and for the years then ended. In addition, the supplemental schedules of assets held as of December 30, 2011 and reportable transactions for the year ended December 30, 2011 have been certified as complete and accurate by the custodians.

10. Subsequent events

Effective December 30, 2012, the Plan will be frozen for future benefit accruals. Participants will not lose benefits earned and vested through December 30, 2012. In addition, years of service after December 30, 2012 will be counted to determine vesting and eligibility for early retirement payments.

10. Subsequent events (continued)

The Company has evaluated events subsequent to December 30, 2011 through October 9, 2012, which is the date the financial statements were available to be issued. There have been no additional material events noted in this period which would impact the results reflected in this report, the Plan's results going forward or require additional disclosure.

SUPPLEMENTAL SCHEDULES

FLIGHTSAFETY INTERNATIONAL INC.
RETIREMENT INCOME PLAN
Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)
December 30, 2011
EIN # 13-3916524; Plan Number 001

	Identity of Issuer/Description	Number of Units	Cost	Fair Value
	Investment in cash and cash equivalents:			
*	Wells Fargo Advantage Government Money Market Service	2,631,465	$ 2,762,202	$ 2,762,202
*	MassMutual Pemier Money Market Fund	1,692,688	2,096,853	2,096,853
	U.S. Treasury Bill due 02/16/12	69,725	79,747,984	79,747,984
	Total investment in cash and cash equivalents		84,607,039	84,607,039
	Investment in mortgage and asset-backed securities:			
	Government National Mortgage Asset-Backed Securities due 11/15/31	316,455	321,202	366,878
	Government National Mortgage Asset-Backed Securities due 09/15/31	164,455	166,922	190,659
	Government National Mortgage Asset-Backed Securities due 11/15/31	115,539	117,272	133,949
	Government National Mortgage Asset-Backed Securities due 11/15/31	195,043	197,969	226,122
	Government National Mortgage Asset-Backed Securities due 12/15/31	454,756	461,577	527,217
	Government National Mortgage Asset-Backed Securities due 10/15/31	437,870	444,438	507,640
	Total investment in mortgage and asset-backed securities		1,709,380	1,952,465
	Investment in corporate bonds:			
	Texas Comp Elec Hold LLC, 10.5%, due 11/01/15	10,000,000	9,500,000	3,450,000
	Zurich Reinsurance Centre Hldgs, Inc., 7.125%, due 10/15/23	15,870,000	16,048,538	17,050,569
	Tennessee Gas Pipeline Company, 7.625%, due 04/01/37	5,025,000	4,786,313	5,994,574
	Total investment in corporate bonds		30,334,851	26,495,143
	Investment in common stocks:			
	Johnson & Johnson	211,100	12,440,693	13,843,938
	US Bancorp	495,200	16,356,159	13,395,160
*	Wells Fargo & Co.	385,000	12,372,899	10,610,600
	Kraft Foods Inc.	419,650	13,999,986	15,678,124
	Proctor & Gamble Co.	239,800	14,969,939	15,997,058
	General Electric Co.	375,550	12,193,320	6,726,101
	United Parcel Service - Cl. B	36,800	2,871,265	2,693,392
	HSBC - ADR Sponsored ADR	215,050	14,942,971	8,193,405
	Total investment in common stocks		100,147,232	87,137,778
	Total assets held for investment purposes		$ 216,798,502	$ 200,192,425

* - Denotes party-in-interest (Note 6).

The information in this schedule has been certified as to its completeness and accuracy by the custodians.

FLIGHTSAFETY INTERNATIONAL INC. RETIREMENT INCOME PLAN

Form 5500, Schedule H, Part IV, Line 4j – Schedule of Reportable Transactions

For the year ended December 30, 2011

EIN # 13-3916524; Plan Number 001

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or loss
Single Transactions:						
Wells Fargo	U.S. Treasury Bill DTD 11/18/10, due 05/19/2011	$ 69,727,079	$ -	$ 69,727,079	$ 69,727,079	$ -
Wells Fargo	U.S. Treasury Bill DTD 02/17/11, due 08/18/2011	79,743,952	-	79,743,952	79,743,952	-
Wells Fargo	U.S. Treasury Bill DTD 11/18/10, due 11/17/2011	79,742,944	-	79,742,944	79,742,944	-
Wells Fargo	U.S. Treasury Bill DTD 08/18/11, due 02/16/2012	79,747,984	-	79,747,984	79,747,984	-
Wells Fargo	Wells Fargo Advantage Government Money Market Service	12,086,022	-	12,086,022	12,086,022	-
Wells Fargo	U.S. Treasury Bill DTD 08/20/09, due 02/18/2010	69,701,206	69,701,206	69,701,206	69,701,206	-
Wells Fargo	U.S. Treasury Bill DTD 11/19/09, due 05/20/2010	69,727,079	69,727,079	69,727,079	69,727,079	-
Wells Fargo	U.S. Treasury Bill DTD 02/18/10, due 08/19/2010	79,743,952	79,743,952	79,743,952	79,743,952	-
Wells Fargo	U.S. Treasury Bill DTD 11/19/09, due 11/18/2010	79,742,944	79,742,944	79,742,944	79,742,944	-
Wells Fargo	Wells Fargo Advantage Government Money Market Service	9,993,952	9,993,952	9,993,952	9,993,952	-
Series of Transactions:						
Wells Fargo	Wells Fargo Advantage Government Money Market Service	20,229,762	-	20,229,762	21,813,489	-
Wells Fargo	Wells Fargo Advantage Government Money Market Service	20,099,025	20,099,025	20,099,025	20,099,025	-

The information in this schedule has been certified as to its completeness and accuracy by the custodians.

Schedule SB, Line 19 - Discounted Employer Contributions

Plan Anniversary: December 31, 2010

Plan Effective Rate: 6.42%

Date	Amount Paid in Cash	Plan Year	Value as of December 31, 2010
04/15/11	12,086,022	2010	11,871,609
Total	$ 12,086,022		$ 11,871,609

Schedule SB, Line 22 - Description of Weighted Average Retirement Age

The weighted average retirement age is equal to the normal retirement age of 65

Schedule SB, Part V - Statement of Actuarial Assumptions & Methods

Describe all non-prescribed actuarial assumptions used to determine the funding target and target normal cost. Also, describe the method for determining the actuarial value of assets and any other aspects of the funding method for determining the Schedule SB entries that are not prescribed by law.

Actuarial Assumptions

Interest:	August, 2010 IRS Segmented Yield Curve
Preretirement Mortality:	RP-2000 Mortality Tables for Non-Annuitants, Fully Generational With Scale AA
Postretirement Mortality:	RP-2000 Mortality Tables for Annuitants, Fully Generational With Scale AA
Retirement Age:	65 and 5 years of Participating Service.
Termination:	T-5 LESS 51GAT M
Salary Scale:	4.00%
Marriage:	It is assumed that 80% of participants are married and that a male is 3 years older than his female spouse.
Expenses:	Based on previous year's, adjusted to the current year's PBGC.
Optional Forms:	Liabilities include no load to account for the value of optional annuity forms.
Increase in Taxable Wage Base:	4.00%
Funding Exclusions:	All participants are included in the funding calculations.

Actuarial Cost Method

The Target Normal Cost is equal to the present value as of the valuation date of the increase in the accrued benefit arising from the service and salary increase in the current plan year plus administrative expenses expected to be paid out of plan assets. The Funding Target as of the valuation date is the present value of the accrued benefit as of the valuation date.

Asset Valuation Method

The Actuarial Value of assets is equal to market value.

Schedule SB, Part V - Summary of Plan Provisions

Summary

The provisions shown here are only summaries. In the interest of space and simplicity, many of them have been abbreviated, simplified, or paraphrased. In matters of Plan interpretation or application, the actual Plan Document should be consulted.

Plan: Flight Safety International, Inc. Retirement Income Plan

Employer Identification Number / Plan Number: 13-3916524 / 001

Effective Date: December 31, 1965

Plan Year: December 31 to December 30.

Employer: Flight Safety International, Inc.

Employee: Any person who is employed by a Employer, other than (i) a person employed by Flight Safety Services Corporation, (ii) non-resident aliens who receive no income from sources within the United States, and (iii) any leased employee.

Participation: An Employee will be eligible for participation on the date on which (s)he has attained age 21 and has completed one Year of Participation Service. Participation is effective on the December 31st or June 30th coinciding with or next following the date the Employee becomes eligible for participation. Participation will be frozen for employees hired on or after January 1, 2006.

Service: The period of an Employee's employment with the Employer, as determined by the Employer from its personnel records.

Participation Service: A period of 12 consecutive months beginning with date of hire (or annual anniversary of date of hire) during which an Employee has at least 1,000 hours of service.

Vesting Service: A Plan Year during which a Participant has at least 1,000 hours of service.

Credited Service: The sum of the Plan Years in which a Participant has been credited with at least 1,000 hours of service, excluding 1.) The first year of service, 2.) Service before 25th birthday, if Date of Participation is before December 31, 1985, or Date of Participation if such date is on or after 12/31/1985, 3.) Service before Effective Date if not eligible on the Effective Date, 4.) Service during which eligible to make Participant contributions under the Plan, but did not have a payroll deduction order in effect. Canadian Participants' Credited Service was frozen as of December 30, 2004.

Normal Retirement Date: The first day of the calendar month coincident with or next following the later of age 65 and the fifth anniversary of the effective date of participation.

Early Retirement Date: The first day of any calendar month coincident with or next following the later of age 55 and the completion of 10 Years of Service.

Late Retirement Date: The first day of any calendar month after Normal Retirement Date.

Schedule SB, Part V - Summary of Plan Provisions

Compensation: The forms of income reported by the Employer to the Internal Revenue Service for federal income tax purposes, including amounts contributed by the Employer pursuant to a salary reduction agreement which are includable in the gross income of the Participant under Sections 125, 402(e)(3), 402(h) or 403(b) of the Internal Revenue Code. Please refer to the Plan Document for more details.

Covered Compensation: The average of the taxable wage base amounts for the 35 calendar years ending with the year the Participant attains his Social Security Retirement Age.

Average Monthly Earnings: Monthly compensation averaged over the 60 consecutive months of employment, which produce the highest average.
Canadian Participants' Average Monthly Earnings were frozen as of December 30, 2004.

Normal Retirement Benefit: Monthly amount equal to Frozen Accrued Benefit plus the sum of (1) 1.1% of Average Monthly Compensation multiplied by Years of Credited Service up to a maximum of 35 years, less Years of Credit Service before December 31, 1989, plus (2) 0.75% of Average Monthly Earnings in excess of 1/12th of Covered Compensation multiplied by Years of Credited Service up to a maximum of 35 years, less Years of Credit Service before December 31, 1989,

The percentage in (2) above shall be reduced by $1/15^{th}$ for the first five years and $1/30^{th}$ for the next five years that Normal Retirement Age (calculated without regard to Participation) precedes Social Security Retirement Age. The percentage in (1) above shall be increased by the same amount as the excess percentage in (2) is decreased.

The minimum Monthly Benefit is $100.

Canadian Participants' Accrued Benefits were frozen as of December 30, 2004.

Frozen Accrued Benefit: Accrued monthly benefit as of December 31, 1989 under the terms of the Plan as constituted immediately prior to that date.

Early Retirement Benefit: Monthly amount determined as of Early Retirement Date, actuarially equivalent to Normal Retirement Benefit.

Late Retirement Benefit: Monthly amount determined as of Delayed Retirement Date, actuarially equivalent to Normal Retirement Benefit.

Termination Benefit: A Participant who has at least five years of Vesting Service, or who has attained age 55, has a non-forfeitable right to 100% percentage of his or her Accrued Benefit.

Normal Form: Married participants: Qualified Joint and Survivor Annuity
Unmarried participants: Modified Cash Refund

Optional Forms: Joint and Survivor Annuity, Life Annuity.

Schedule SB, Part V - Summary of Plan Provisions

Death Benefits:
Pre-retirement: If the Participant is not vested, no death benefits are payable. If the participant is vested, then the death benefit is 50% of the amount that would have been payable to the Participant under the Joint and Survivor option.

Post-Retirement: None except as provided by the annuity form elected.

Employee Contributions: As of December 31, 1980, employee contributions are not required as a condition of Participation in the Plan. Employee contributions made before December 31, 1980 are credited annually with interest at 120% of the Mid-term Applicable Federal Rate for the plan year. Employee contributions with interest may be withdrawn at any time.

Date of most recent amendment: April 1, 2010.

Schedule SB, Line 26 - Schedule of Active Participant Data

	Years of Credited Service									
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19	
Attained Age	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp
Under 25	0	0	0	0	0	0	0	0	0	0
25 to 29	1	0	18	0	31	51,556	1	0	0	0
30 to 34	0	0	21	54,991	58	55,478	34	60,235	0	0
35 to 39	0	0	19	0	77	64,086	86	67,514	4	0
40 to 44	1	0	26	44,258	66	62,938	102	70,761	20	83,029
45 to 49	1	0	33	46,607	95	63,281	123	71,408	26	87,335
50 to 54	1	0	12	0	89	61,007	119	77,692	37	83,055
55 to 59	0	0	21	56,958	76	64,109	108	78,128	37	82,492
60 to 64	0	0	24	61,038	66	79,979	111	80,173	39	83,017
65 to 69	2	0	16	0	28	79,195	7	0	4	0
70 & up	0	0	6	0	7	0	0	0	1	0

	Years of Credited Service									
	20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
Attained Age	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp	No.	Average Comp
Under 25	0	0	0	0	0	0	0	0	0	0
25 to 29	0	0	0	0	0	0	0	0	0	0
30 to 34	0	0	0	0	0	0	0	0	0	0
35 to 39	0	0	0	0	0	0	0	0	0	0
40 to 44	17	0	0	0	0	0	0	0	0	0
45 to 49	67	82,598	11	0	0	0	0	0	0	0
50 to 54	49	71,223	33	85,585	3	0	0	0	0	0
55 to 59	37	75,339	24	84,016	14	0	0	0	0	0
60 to 64	32	78,261	17	0	20	98,416	2	0	0	0
65 to 69	1	0	1	0	0	0	0	0	0	0
70 & up	0	0	1	0	0	0	0	0	0	0

Schedule SB, Line 32, Schedule of Amortization Bases

Summary as of December 31, 2010

Effective Date	Base Type	Initial Amount	Outstanding Balance	Years Remaining	Installments
December 31, 2004	Shortfall	$ 0	$ 0	1	$ 0
December 31, 2005	Shortfall	0	0	2	0
December 31, 2006	Shortfall	0	0	3	0
December 31, 2007	Shortfall	0	0	4	0
December 31, 2008	Shortfall	0	0	5	0
December 31, 2009	Shortfall	0	0	6	0
December 31, 2010	Shortfall	46,072,930	46,072,930	7	7,603,697
Total		$ 46,072,930	$46,072,930		$ 7,603,697

A Name of Plan	B Three-digit plan Number
FlightSafety International, Inc. Retirement Income Plan	001
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number
FlightSafety International, Inc.	133916524

Schedule C Formula Description and/or EIC Statement Description

Service Provider Name	Service Provider EIN	Service Provider Address	Formula / EIC Statement
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan the required written disclosure for soft dollar compensation received by MassMutual & any affiliates (if applicable) with respect to the mutual fund underlying the Premier Int'l Equity (OFI Inst) separate acct (SIA-YI).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan the required written disclosure for soft dollar compensation received by MassMutual & any affiliates (if applicable) with respect to the mutual fund underlying the Sel Blue Chip Gr II (T.Rowe Pr) separate acct (SIA-YL).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan the required written disclosure for soft dollar compensation received by MassMutual & any affiliates (if applicable) with respect to the mutual fund underlying the Select Sm Cap Gr (W&R/Wellington) separate acct (SIA-YC).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for float revenue received by MassMutual.
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Core Bond (Babson) separate account (SIA-YE).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Int'l Equity (OFI Inst) separate account (SIA-YI).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Premier Money Market (Babson) separate account (SIA-YG).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Sel Blue Chip Gr II (T.Rowe Price) separate account (SIA-YL).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Indexed Eqty (Northrn Trust) separate account (SIA-YX).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Large Cap Value (Davis) separate account (SIA-YJ).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual provided the Plan with the required written disclosure for Management Fees received by MassMutual with respect to the mutual fund underlying the Select Sm Cap Gr (W&R/Wellington) separate account (SIA-YC).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Administrative Fees of (16 basis points * plan assets) with respect to the mutual fund underlying the Select Sm Cap Gr (W&R/Wellington) separate account (SIA-YC).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Administrative Fees of (18 basis points * plan assets) with respect to the mutual fund underlying the Select Indexed Eqty (Northrn Trust) separate account (SIA-YX).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Administrative Fees of (2 basis points * plan assets) with respect to the mutual fund underlying the Premier Int'l Equity (OFI Inst) separate account (SIA-YI).
Massachusetts Mutual Life Insurance Company	041590850		MassMutual received estimated Administrative Fees of (2 basis points * plan assets) with respect to the mutual fund underlying the Select Large Cap Value (Davis) separate account (SIA-YJ).

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Schedule H, line 4i - Schedule of Assets (Held At End Of 12/30/11

Plan Sponsor: SA 012737-01

(a)	(b) Identity of Issue, borrower, lessor or similar party	(c) Description of investment including maturity date, interest rate, collateral, par or maturity value	(d) Cost	(e) Current Value
*	MassMutual	(Premier Money Market)	2,096,853	2,096,853
*	Wells Fargo	(Outside Funds)	198,862,638	198,862,638

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 12/31/2010 and ending 12/30/2011

▶ **Round off amounts to nearest dollar.**

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

A Name of plan

FlightSafety International , Inc. Retirement Plan

B Three-digit plan number (PN) ▶ 001

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

FlightSafety International , Inc.

D Employer Identification Number (EIN)

13-3916524

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

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

Part I Basic Information

1 Enter the valuation date: Month 12 Day 31 Year 2010

2	Assets:			
a	Market value	**2a**		193,675,908
b	Actuarial value	**2b**		193,675,908
3	Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a	For retired participants and beneficiaries receiving payment	**3a**	1,180	82,096,609
b	For terminated vested participants	**3b**	1,088	21,549,339
c	For active participants:			
	(1) Non-vested benefits	**3c(1)**		230,069
	(2) Vested benefits	**3c(2)**		126,488,633
	(3) Total active	**3c(3)**	1,983	126,718,702
d	Total	**3d**	4,251	230,364,650
4	If the plan is at-risk, check the box and complete items (a) and (b) [ ]			
a	Funding target disregarding prescribed at-risk assumptions	**4a**		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	**4b**		
5	Effective interest rate	**5**		6.42 %
6	Target normal cost	**6**		11,473,186

Statement by Enrolled Actuary

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

SIGN HERE

DBW

Signature of actuary

7-31-2012

Date

David B. Woodmansee Jr

Type or print name of actuary

11-05801

Most recent enrollment number

MassMutual Financial Group

Firm name

(413)744-6837

Telephone number (including area code)

1295 State Street

Springfield MA 01111-0001

Address of the firm

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

Part II Beginning of year carryover and prefunding balances

		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	9,719,334	14,902,335
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	9,719,334	0
9	Amount remaining (Item 7 minus item 8)	0	14,902,335
10	Interest on item 9 using prior year's actual return of 5.51 %		821,119
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		1,253
b	Interest on (a) using prior year's effective rate of 6.65 %		83
c	Total available at beginning of current plan year to add to prefunding balance		1,336
d	Portion of (c) to be added to prefunding balance		0
12	Reduction in balances due to elections or deemed elections		6,339,266
13	Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	9,384,188

Part III Funding percentages

14	Funding target attainment percentage	14	80.00 %
15	Adjusted funding target attainment percentage	15	80.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	87.82 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2011	12,086,022				
03/28/2012	20,000,000				
			Totals ► 18(b)	32,086,022	18(c) 0

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

a	Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	30,385,238

20 Quarterly contributions and liquidity shortfalls:

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

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

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

Liquidity shortfall as of end of Quarter of this plan year

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

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

21 Discount rate:

a Segment rates:

1st segment:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
3.92 %	6.40 %	6.61 %	

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

23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes	☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes	☐ No

27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	**27**	

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)		**31**	11,473,186
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	46,072,930		7,603,697
b Waiver amortization installment	0		0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)		**34**	19,076,883
	Carryover balance	Prefunding balance	Total balance
35 Balances used to offset funding requirement	0	0	0
36 Additional cash requirement (item 34 minus item 35)		**36**	19,076,883
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)		**37**	30,385,238
38 Interest-adjusted excess contributions for current year (see instructions)		**38**	11,308,355
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)		**39**	0
40 Unpaid minimum required contribution for all years		**40**	0

FLIGHTSAFETY INTERNATIONAL INC. RETIREMENT INCOME PLAN

Form 5500, Schedule H, Part IV, Line 4j – Schedule of Reportable Transactions

For the year ended December 30, 2011

EIN # 13-3916524; Plan Number 001

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or loss
Single Transactions:						
Wells Fargo	U.S. Treasury Bill DTD 11/18/10, due 05/19/2011	$ 69,727,079	$ -	$ 69,727,079	$ 69,727,079	$ -
Wells Fargo	U.S. Treasury Bill DTD 02/17/11, due 08/18/2011	79,743,952	-	79,743,952	79,743,952	-
Wells Fargo	U.S. Treasury Bill DTD 11/18/10, due 11/17/2011	79,742,944	-	79,742,944	79,742,944	-
Wells Fargo	U.S. Treasury Bill DTD 08/18/11, due 02/16/2012	79,747,984	-	79,747,984	79,747,984	-
Wells Fargo	Wells Fargo Advantage Government Money Market Service	12,086,022	-	12,086,022	12,086,022	-
Wells Fargo	U.S. Treasury Bill DTD 08/20/09, due 02/18/2010	69,701,206	69,701,206	69,701,206	69,701,206	-
Wells Fargo	U.S. Treasury Bill DTD 11/19/09, due 05/20/2010	69,727,079	69,727,079	69,727,079	69,727,079	-
Wells Fargo	U.S. Treasury Bill DTD 02/18/10, due 08/19/2010	79,743,952	79,743,952	79,743,952	79,743,952	-
Wells Fargo	U.S. Treasury Bill DTD 11/19/09, due 11/18/2010	79,742,944	79,742,944	79,742,944	79,742,944	-
Wells Fargo	Wells Fargo Advantage Government Money Market Service	9,993,952	9,993,952	9,993,952	9,993,952	-
Series of Transactions:						
Wells Fargo	Wells Fargo Advantage Government Money Market Service	20,229,762	-	20,229,762	21,813,489	-
Wells Fargo	Wells Fargo Advantage Government Money Market Service	20,099,025	20,099,025	20,099,025	20,099,025	-

The information in this schedule has been certified as to its completeness and accuracy by the custodians.

Schedule SB, Line 25 - Change in Method

Summary of Changes to Funding Methods

The method to determine the value of assets used in the development of the 2010 IRS minimum funding requirement was changed from the IRS 3-year asset averaging method as described in IRS Notice 2009-22 to market value.