

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>UNITED LAUNCH ALLIANCE PENSION PLAN FOR IAM 725 AND IUOE 501 W EMPLOYEES</u>	1b Three-digit plan number (PN) ► <u>006</u> 1c Effective date of plan <u>12/01/2006</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>UNITED LAUNCH ALLIANCE</u> <u>9501 E PANORAMA CIR</u> <u>CENTENNIAL, CO 80112</u>	2b Employer Identification Number (EIN) <u>81-0673845</u> 2c Sponsor's telephone number <u>720-922-7100</u> 2d Business code (see instructions) <u>336410</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/14/2012</u>	<u>MICHAEL COOPER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") UNITED LAUNCH ALLIANCE 9501 E PANORAMA CIR CENTENNIAL, CO 80112	3b Administrator's EIN 81-0673845 3c Administrator's telephone number 720-922-7100
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	373
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
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	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1B 1G

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)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(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)** ☒ **R** (Retirement Plan Information)

(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

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

SCHEDULE 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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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 <u>UNITED LAUNCH ALLIANCE PENSION PLAN FOR IAM 725 AND IUOE 501 W EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>UNITED LAUNCH ALLIANCE</u>	D Employer Identification Number (EIN) <u>81-0673845</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>
2	Assets:
a	Market value 2a <u>30902585</u>
b	Actuarial value 2b <u>28816662</u>
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>12</u> <u>1225202</u>
b	For terminated vested participants 3b <u>47</u> <u>1206835</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>4578003</u>
(2)	Vested benefits 3c(2) <u>21751900</u>
(3)	Total active 3c(3) <u>314</u> <u>26329903</u>
d	Total 3d <u>373</u> <u>28761940</u>
4	If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>6.11 %</u>
6	Target normal cost 6 <u>1831439</u>

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	<u>10/05/2012</u>
Signature of actuary <u>BENJAMIN R. BERGESON</u>	Date <u>11-06849</u>
Type or print name of actuary <u>HEWITT ASSOCIATES LLC</u>	Most recent enrollment number <u>952-886-8000</u>
Firm name <u>5600 WEST 83RD STREET, 8200 TOWER, SUITE 1100 MINNEAPOLIS, MN 55437</u>	Telephone number (including area code)
Address of the firm	

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

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

Schedule SB (Form 5500) 2011
v.012611

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 (line 13 from prior year)	0	2774949
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	1643968
9	Amount remaining (line 7 minus line 8)	0	1130981
10	Interest on line 9 using prior year's actual return of <u>15.36</u> %	0	173719
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		4227448
b	Interest on (a) using prior year's effective rate of <u>6.67</u> % except as otherwise provided (see instructions)		424831
c	Total available at beginning of current plan year to add to prefunding balance		4652279
d	Portion of (c) to be added to prefunding balance		4214790
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	5519490

Part III		Funding percentages	
14	Funding target attainment percentage	14	81.00 %
15	Adjusted funding target attainment percentage	15	100.19 %
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	88.17 %
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	550000				
			Totals ▶	18(b)	550000
				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 contributions 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 540784
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 2.94%	2nd segment: 5.82%	3rd segment: 6.46 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 56
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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	1831439	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	5464768	985298	
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 (lines 31a - 31b + 32a + 32b - 33)...	34	2816737	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	2275953	2275953
36 Additional cash requirement (line 34 minus line 35)	36	540784	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	540784	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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

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

A Name of plan <u>UNITED LAUNCH ALLIANCE PENSION PLAN FOR IAM 725 AND IUOE 501 W EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED LAUNCH ALLIANCE</u>	D Employer Identification Number (EIN) <u>81-0673845</u>

Part I	Service Provider Information (see instructions)
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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)

AFFILIATED COMPUTER SERVICES

51-0310342

(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?
15 38	NONE	56957	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HEWITT ASSOCIATES

47-0851756

(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?
11 17	NONE	28511	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GRANT THORNTON

36-6055558

(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?
10	NONE	29758	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

HEWITT ENNISKNUPP

36-3109431

(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?
17 27	NONE	14042	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
(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.	
(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning	01/01/2011	and ending	12/31/2011
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A Name of plan UNITED LAUNCH ALLIANCE PENSION PLAN FOR IAM 725 AND IUOE 501 W EMPLOYEES	B Three-digit plan number (PN)	006
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 UNITED LAUNCH ALLIANCE	D Employer Identification Number (EIN) 81-0673845
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: UNITED LAUNCH ALLIANCE MASTER PENSI
--

b Name of sponsor of entity listed in (a): UNITED LAUNCH ALLIANCE
--

c EIN-PN 43-6931304-007	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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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)
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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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)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

<div>SCHEDULE G (Form 5500) Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration</div>	<div>Financial Transaction Schedules</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan UNITED LAUNCH ALLIANCE PENSION PLAN FOR IAM 725 AND IUOE 501 W EMPLOYEES		B Three-digit plan number (PN) ► 006
C Plan sponsor's name as shown on line 2a of Form 5500 UNITED LAUNCH ALLIANCE		D Employer Identification Number (EIN) 81-0673845

Part I	Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.
--------	--

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor	(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items
☐		

	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

Part III Nonexempt Transactions

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
ULA-ACS	PLAN SPONSOR-RECORDKEEPER	REIMBURSE PLAN FOR EXPENSES PAID IN ERROR	
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
		8795	
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
		361	
(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
ULA-ACS	PLAN SPONSOR-RECORDKEEPER	REIMBURSE PLAN FOR LOSS OF EARNINGS DUE TO EXPENSES PAID IN ERROR	
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
		361	
(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset
(a) Identity of party involved	(b) Relationship to plan, employer, or other party-in-interest	(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value	(d) Purchase price
(e) Selling price	(f) Lease rental	(g) Transaction expenses	(h) Cost of asset

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
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan UNITED LAUNCH ALLIANCE PENSION PLAN FOR IAM 725 AND IUOE 501 W EMPLOYEES	B Three-digit plan number (PN) ►	006
C Plan sponsor's name as shown on line 2a of Form 5500 UNITED LAUNCH ALLIANCE	D Employer Identification Number (EIN) 81-0673845	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	5100000	
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	6115	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	26016229	0
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	31122344	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	19722	
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	19722	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	31102622	0
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	550000	
(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)		550000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		2404941
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2954941

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	177009	
(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)		177009
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)	146216	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		146216
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		323225

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2631716
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		33734338

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: GRANT THORNTON

(2) EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	X		9156
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
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)

ULA RETIREMENT PLAN FOR EES IN BARG UNITS OF SPACE SYS GROUP

5b(2) EIN(s)	5b(3) PN(s)
81-0673845	003

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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>UNITED LAUNCH ALLIANCE PENSION PLAN FOR IAM 725 AND IUOE 501 W EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED LAUNCH ALLIANCE</u>	D Employer Identification Number (EIN) <u>81-0673845</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-1867445</u> <u>36-1561860</u> Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>0</u>

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Stock: 52% Investment-Grade Debt: 45% High-Yield Debt: 0% Real Estate: 1% Other: 2%

- 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):

United Launch Alliance Pension Plan for IAM #725 and IUOE 501W Employees

Financial Statements and Supplemental Schedule

**As of January 1, 2012 and December 31, 2011 and 2010
and for the One Day Period Ended January 1, 2012
and the Year Ended December 31, 2011**

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Financial Statements and Supplemental Schedule

As of January 1, 2012 and December 31, 2011 and 2010,
and for the One Day Period Ended January 1, 2012
and the Year Ended December 31, 2011

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Report of Independent Certified Public Accountants

The United Launch Alliance Administrative Committee:

We were engaged to audit the accompanying statements of net assets available for benefits of the United Launch Alliance Pension Plan for IAM #725 and IUOE 501W Employees (the "Plan") as of January 1, 2012 and December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the one day period ended January 1, 2012 and the year ended December 31, 2011 and the supplemental schedule of non-exempt transactions for the year ended December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Northern Trust Company and State Street Bank & Trust Co., the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Northern Trust Company held the investment assets and executed investment transactions for the year ended December 31, 2011 and State Street Bank & Trust Co. held the investment assets and executed investment transactions as of December 31, 2010. The plan administrator has obtained certifications from the trustees as of December 31, 2011 and 2010, and for the year ended December 31, 2011, that the information provided to the plan administrator by the trustees is complete and accurate.

As further discussed in Note 1, the Plan was merged into the United Launch Pension Plan for Hourly Represented Employees effective January 1, 2012.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, have been audited by us in accordance with auditing standards generally accepted in the United States of America as established by the American Institute of Certified Public Accountants 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.

Grant Thornton LLP

Denver, Colorado
October 3, 2012

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Statements of Net Assets Available for Benefits

	<u>January 1, 2012</u>	<u>December 31, 2011</u>	<u>2010</u>
Assets:			
Investments:			
Interest in ULA Master Trust, at fair value	\$ -	\$ 33,758,702	\$ 26,016,229
Receivables:			
Employer contributions	-	-	5,100,000
Employer reimbursement of expenses (Note 8)	-	-	6,115
Total assets	<u>-</u>	<u>33,758,702</u>	<u>31,122,344</u>
Liabilities:			
Accrued expenses	-	(24,364)	(19,722)
Net assets available for benefits	<u>\$ -</u>	<u>\$ 33,734,338</u>	<u>\$ 31,102,622</u>

See accompanying report of independent certified public accountants and notes to financial statements.

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Statements of Changes in Net Assets Available for Benefits

	One Day Period Ended January 1, 2012	Year Ended December 31, 2011
Additions to (deductions from) net assets attributed to:		
Employer contributions	\$ -	\$ 550,000
Plan's interest in ULA Master Trust net investment gain	-	2,404,941
Benefit payments	-	(177,009)
Administrative expenses	-	(146,216)
Net increase	-	2,631,716
 Transfer of assets into other plan due to plan merger (Note 1)	 (33,734,338)	 -
Net assets available for benefits at beginning of period/year	33,734,338	31,102,622
Net assets available for benefits at end of period/year	\$ -	\$ 33,734,338

See accompanying report of independent certified public accountants and notes to financial statements.

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

1. Plan Description

The following description of the United Launch Alliance Pension Plan for IAM #725 and IUOE 501W Employees (the “Plan”) provides only general information. Participants should refer to the Summary Plan Description and Plan Document for a more complete description of the Plan’s provisions.

General

McDonnell Douglas Corporation (a wholly-owned subsidiary of The Boeing Company) maintained the Employee Retirement Income Plan of MDC-Hourly West Plan (“MDC-W Plan”), a defined benefit plan for the benefit of certain hourly employees. Pursuant to a Joint Venture Agreement dated May 2, 2005 by and between The Boeing Corporation and Lockheed Martin Corporation, United Launch Alliance LLC (the “Company”), established the Plan effective December 1, 2006 to receive and accept a transfer of assumed assets and liabilities from the MDC-W Plan with respect to the transferred employees covered by certain bargaining units (IAM, AFL-CIO, Local 725 and IUOE, AFL-CIO, Local 501).

On December 1, 2006, the net assets (and accrued liabilities) relating to the transferred employees were effectively spun off from the MDC-W Plan to create the Plan. The transfers occurred in 2006 and 2007.

The Plan is a noncontributory defined benefit pension plan providing retirement benefits to eligible employees of the Company. Eligible employees are hourly employees of the Company who are part of the unions who entered into a collective bargaining agreement with the Company, which provides for the participation of represented employees under the Plan (the “Unions”). New employees of the Unions shall become active members of the Plan upon completing 1,000 hours of service, as defined in the Plan document. Also, all transferred employees, as defined, pursuant to the Joint Venture Agreement, continued to be eligible for the Plan and were credited with prior service credit. The Plan is subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Plan Merger

The Plan was merged into the United Launch Alliance Pension Plan for Hourly Represented Employees (formerly the United Launch Alliance Retirement Plan for Employees in the Bargaining Units of the Space Systems Group) (the “ULA Hourly Plan”) effective January 1, 2012. As both plans participate in the United Launch Alliance Master Pension Trust (the “ULA Master Trust”), no liquidation of any assets occurred. All assets, liabilities and accumulated plan benefits were transferred to the ULA Hourly Plan as of the merger date.

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

1. Plan Description (Continued)

All references to the Plan and its operations in these Notes to Financial Statements relate to periods on or before January 1, 2012.

Administration

The United Launch Alliance Administrative Committee is responsible for the oversight of the administration and operation of the Plan. The United Launch Alliance Investment Committee establishes, amends and monitors compliance with investment policies, and selects and monitors the trustee, investment managers, and outside investment advisors and consultants to the Plan. The Board of Directors of the Company is responsible for appointing the committees.

Through December 31, 2010, State Street Bank and Trust Company (“State Street”) was the trustee of the United Launch Alliance Master Pension Trust (the “ULA Master Trust”), which is the funding vehicle for the Plan and certain other Company sponsored Plans. Effective January 1, 2011 Northern Trust Company (“Northern Trust” or “Trustee”) became is the trustee of the ULA Master Trust and the Plan. In January 2011, assets of the Plan were transferred from State Street to Northern Trust.

The Plan’s operating, investment and administrative expenses are generally charged against Plan assets as provided for in the Plan and Master Trust documents (see Note 2 – *Investment in ULA Master Trust and Income Recognition*).

Benefits

The Plan provides for retirement benefits based on an amount payable at a selected age and in a selected form and is generally based upon the employee’s accrued benefit. In general, the monthly benefit amount is calculated as an applicable benefit rate determined under the effective Collective Bargaining Agreement, multiplied by the number of years of Benefit Service, as defined in the Plan Document, depending on the date of termination or retirement. During 2008, the Plan was amended to increase the benefit multiplier from \$68 to \$80 for active participants. Normal retirement age is 65. The Plan also provides early retirement benefits at age 50 with thirty years of service or 55 with ten years of service and other benefits upon meeting certain other conditions.

Benefits are payable in the form of a joint and survivor annuity, single life annuity or other optional forms as further described in the Plan Document. There are also certain death and disability benefits if certain criteria are met.

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

1. Plan Description (Continued)

Vesting

Participants become fully vested upon completion of five years of service or attaining age 55 prior to termination of employment.

Funding Policy

The Company's funding policy is to contribute annually an amount so as to meet the minimum funding requirements and as recommended by the Plan's actuary. No employee contributions are required or permitted. During 2011 and 2010, the Plan met the minimum funding requirements of ERISA. The Company contributed \$550,000 and \$5,100,000 for the 2011 and 2010 Plan years, respectively.

Termination of the Plan

Although the Company has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions and to terminate the Plan, and it has reserved the right to do so. The rights of all affected participants to benefits accrued upon termination are nonforfeitable. Net assets of the Plan available to provide benefits would be allocated upon termination in accordance with the guidelines prescribed by the Plan and ERISA and its related regulations. If the Plan terminates, certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation ("PBGC"), a U.S. governmental agency. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under covered plans, and the amount of benefit protection is subject to certain limitations. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting.

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires estimates to be made that affect the amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. The most significant of these estimates relates to the determination of the accumulated plan benefits and the Plan's funded status. Actual results could differ from those estimates.

Investments in ULA Master Trust and Income Recognition

The fair value of the Plan's interest in the ULA Master Trust is based on the beginning of year value of the Plan's interest in the trust plus actual contributions and allocated investment income (net of investment expenses) less actual distributions and administrative expenses.

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 6, *Fair Value Measurements and Disclosures*).

The change in net appreciation (depreciation) consists of both realized and unrealized gains and losses. Purchases and sales of investments are recorded on the trade date. Dividend income is recorded on the ex-dividend date. Interest income is recorded as earned.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions for services rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to: (1) retired or terminated employees or their beneficiaries; (2) beneficiaries of employees who have died; and (3) present employees or their beneficiaries. Benefits for retired, terminated and disabled employees or their beneficiaries are based on each former employee's credited service prior to his or her termination or retirement date. Accumulated plan benefits for active employees are based on each employee's credited service preceding the valuation date. Benefits payable under all circumstances -- retirement, death, disability, and termination of employment -- are deemed included to the extent they are attributable to employee service prior to the valuation date.

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

2. Summary of Significant Accounting Policies (Continued)

The Plan's actuary estimates the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The effect of plan amendments on accumulated plan benefits is recognized during the year in which such amendments are adopted.

The Pension Protection Act of 2006, as amended by the Worker, Retiree and Employer Retiree and Employer Recovery Act of 2008 ("The Act"), requires that all single-employer defined benefit plans be fully funded within a seven-year period, beginning in 2008. Some provisions of The Act were effective January 1, 2006; however, most of the new provisions were effective January 1, 2008. The Act replaces the prior rules for funding with a new standard that is based on the Plan's funded status. Funding must be determined using specified interest rates and mortality sums. Adoption of the new requirements impact the Plan's liability and required prospective contributions. The Act also imposes certain benefit restrictions for qualified defined benefit plans that do not meet certain funding thresholds. A plan's funded percentage is referred to as the Adjusted Funding Target Attainment Percentage ("AFTAP"). The 2011 AFTAP for the Plan is 100.19%. Because the Plan's AFTAP exceeded the required threshold, the Plan is not subject to any benefit restrictions.

Payment of Benefits

Benefits are recorded when paid.

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

3. Accumulated Plan Benefits

The present value of accumulated plan benefits, as determined by the actuary is as follows:

	December 31,	
	2011	2010
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 1,801,266	\$ 1,007,252
Current and terminated employees with vested benefits	19,091,381	16,486,185
Total vested benefits	20,892,647	17,493,437
Non-vested benefits	3,508,074	3,865,661
Total actuarial present value of accumulated plan benefits	<u>\$ 24,400,721</u>	<u>\$ 21,359,098</u>

The following comprises the changes in accumulated plan benefits:

Actuarial present value of accumulated plan benefits as of December 31, 2010	\$ 21,359,098
Increase (decrease) during year attributable to:	
Interest accumulation	1,701,608
Benefit payments	(177,009)
Assumption changes	650,575
Benefit accruals and participant experience	866,449
Net change	<u>3,041,623</u>
Actuarial present value of accumulated plan benefits as of December 31, 2011	<u>\$ 24,400,721</u>

Significant actuarial assumptions used in the 2011 and 2010 valuations were (a) life expectancy of participants (2012 Static Mortality Table for Annuitants and Non-annuitants for 2011 RP-2000 Blue Collar table with mortality improvements projected to 2015 for 2010), (b) turnover based upon the termination experience of the Plan, (c) average retirement age of 56, and (d) an annual discount rate of 8.00% in 2011 and 2010. The assumption change noted in the table above is due to the mortality table being updated and the expected retirement age for terminated vested participants was updated to be 61 to better reflect recent and anticipated experience.

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

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

4. Information Certified by the Plan's Trustees

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election and as requested by the plan administrator, the following information was not subjected to any auditing procedures performed by the Plan's independent certified public accountants except to compare the amounts to the financial statements:

- a. Investments as shown in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2011 and 2010
- b. Investment gain as shown in the accompanying Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2011
- c. Investment information provided in Note 5 as of December 31, 2011 and 2010, and for the year ended December 31, 2011

5. ULA Master Trust

The Plan had an interest in the ULA Master Trust as of December 31, 2011 and 2010 of approximately 11.5% and 11.4%, respectively. Each participating Plan has an undivided interest in the ULA Master Trust. Investment income and loss and related investment expenses are allocated to the individual participating plans based upon average monthly balances invested by each Plan.

The condensed statements of net assets for the ULA Master Trust as of December 31, 2011 and 2010 are as follows:

	2011	2010
Assets:		
Investments, at fair value:		
Cash and short-term investments	\$ 2,672,988	\$ 1,761,075
Common/collective trusts	143,603,507	93,814,889
Common stocks	27,989,544	37,884,633
Registered investment companies	109,288,124	92,438,301
Private equity	7,566,748	3,847,050
Real estate	3,380,218	1,748,421
	294,501,129	231,494,369
Due from brokers for securities sold	1,998,707	-
Investment income receivable	367,170	9,443
Total assets	296,867,006	231,503,812
Liabilities:		
Due to brokers for securities purchased	(2,390,261)	-
Accrued investment expenses	(37,606)	(115,169)
Net assets	\$ 294,439,139	\$ 231,388,643

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

5. ULA Master Trust (Continued)

The following presents the net investment income of the ULA Master Trust for the year ended December 31, 2011:

Investment income (expense):	
Interest and dividends	\$ 4,673,517
Net realized and unrealized appreciation in fair value of investments	17,020,679
Other income	320,480
Investment expense	(363,925)
Total net investment gain	<u>\$ 21,650,751</u>

Investments of the ULA Master Trust appreciated (depreciated) in fair value as follows:

	Year Ended December 31, 2011
Common/collective trusts	\$ 13,872,387
Common stocks	2,264,146
Registered investment companies	(1,002,847)
Private equity	1,567,337
Real estate	319,656
	<u>\$ 17,020,679</u>

The following investments represent 5% or more of net assets available for the ULA Master Trust as of December 31, 2011 and 2010:

	2011	2010
PIMCO Long-Term Credit Institutional Fund	\$ 76,310,168	\$ 60,701,859
NT Collective Russell 1000 Index Fund- Non-Lending	57,246,406	-*
NT Collective Long-Term Credit Bond Index Fund- Non-Lending	41,165,570	-*
NT Collective Long-Term Government Bond Fund- Non-Lending	35,206,584	-*
Dodge and Cox International Stock Fund	22,599,207	21,228,427
SSgA Russell 1000R Index Non-Lending Fund	-*	41,184,825
SSgA Long U.S. Credit Index Non-Lending Fund	-*	23,998,356
SSgA Long U.S. Government Bond Index Non-Lending Fund	-*	18,733,761

*Not held as of respective year end

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

6. Fair Value Measurements and Disclosures

The Company uses a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include:
 - quoted prices for similar assets or liabilities in active markets;
 - quoted prices for identical or similar assets or liabilities in inactive markets;
 - inputs other than quoted prices that are observable for the asset or liability;
 - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair 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 investments at fair value. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Short-Term Investments: Short-term investments are valued at net asset value ("NAV"), which is calculated at a unit price that is not quoted on an active market, and attempts to maintain a \$1 unit price. The unit price is based on the fair value of the underlying investments, which in general are traded on an active market with observable inputs. Trustee determines the unit value.

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

6. Fair Value Measurements and Disclosures (Continued)

Equities: Common stocks are valued at the closing price reported in the active markets in which the individual security is traded. Domestic and International equity funds (common/collective trusts and registered investment companies) are valued at the NAV which is based on the fair value of the underlying investments as determined by the respective Fund Manager.

Fixed Income: Both the U.S. Government and Credit Funds (common/collective trusts and registered investment companies) are valued at the NAV which is based on the fair value of the underlying investments as determined by the respective Fund Manager.

Real Estate and Private Equity: The REIT fund (common/collective trust) is valued at the NAV based on the fair value of the underlying investment as determined by the Fund Manager. Real estate and private equity limited partnerships are all calculated by a third party and is based on fair value of underlying investments and ULA Master Trust's share of the partnership. There is little to no market activity to determine the fair value of the investment and a significant degree of judgment is used in determining values. There are also certain restrictions on the sale of the investments and additional capital calls can be made. During the years ended December 31, 2011 and 2010, approximately \$4,390,000 and \$2,610,000, respectively, of additional capital calls were made by the real estate and private equity limited partnership funds.

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

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

6. Fair Value Measurements and Disclosures (Continued)

The following table reflects the investments of the ULA Master Trust that are measured and carried at fair value on a recurring basis as of December 31, 2011:

Asset Category	Level 1	Level 2	Level 3	Total Investments at Fair Value
Short-term investments	\$ -	\$ 2,672,988	\$ -	\$ 2,672,988
Total short-term investments ^(a)	-	2,672,988	-	2,672,988
Equities				
Domestic				
Common stocks	27,989,544	-	-	27,989,544
Common/collective trusts	-	57,246,406	-	57,246,406
Total domestic equities ^(b)	27,989,544	57,246,406	-	85,235,950
International				
Registered investment companies	-	32,977,956	-	32,977,956
Total international equities ^(c)	-	32,977,956	-	32,977,956
Total equities	27,989,544	90,224,362	-	118,213,906
Fixed income				
Common/collective trusts	-	76,372,154	-	76,372,154
Registered investment companies	-	76,310,168	-	76,310,168
Total fixed income ^(d)	-	152,682,322	-	152,682,322
Real estate				
Common/collective trusts	-	9,984,947	-	9,984,947
Limited partnerships	-	-	3,380,218	3,380,218
Total real estate ^(e)	-	9,984,947	3,380,218	13,365,165
Private equity	-	-	7,566,748	7,566,748
Total private equity ^(f)	-	-	7,566,748	7,566,748
Total fair market value of the ULA Master Trust	\$ 27,989,544	\$ 255,564,619	\$ 10,946,966	\$ 294,501,129

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

6. Fair Value Measurements and Disclosures (Continued)

The following table reflects the investments of the ULA Master Trust that are measured and carried at fair value on a recurring basis as of December 31, 2010:

Asset Category	Level 1	Level 2	Level 3	Total Investments at Fair Value
Short-term investments	\$ -	\$ 1,761,075	\$ -	\$ 1,761,075
Total short-term investments ^(a)	-	1,761,075	-	1,761,075
Equities				
Domestic				
Common stocks	37,884,633	-	-	37,884,633
Common/collective trusts	-	41,184,825	-	41,184,825
Total domestic equities ^(b)	37,884,633	41,184,825	-	79,069,458
International				
Registered investment companies	-	31,736,442	-	31,736,442
Total international equities ^(c)	-	31,736,442	-	31,736,442
Total equities	37,884,633	72,921,267	-	110,805,900
Fixed income				
Common/collective trusts	-	42,732,118	-	42,732,118
Registered investment companies	-	60,701,859	-	60,701,859
Total fixed income ^(d)	-	103,433,977	-	103,433,977
Real estate				
Common/collective trusts	-	9,897,946	-	9,897,946
Limited partnerships	-	-	1,748,421	1,748,421
Total real estate ^(e)	-	9,897,946	1,748,421	11,646,367
Private equity	-	-	3,847,050	3,847,050
Total private equity ^(e)	-	-	3,847,050	3,847,050
Total fair market value of the ULA Master Trust	\$ 37,884,633	\$ 188,014,265	\$ 5,595,471	\$ 231,494,369

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

6. Fair Value Measurements and Disclosures (Continued)

- a. Consists of a portfolio which invests primarily in short-term U.S. Treasuries and repurchase agreements that are collateralized by Treasury Obligations and/or Government Obligations carrying full faith and credit of the U.S. Government. The short-term investment fund provides for daily redemptions at NAV.
- b. For domestic small cap equities, at least 90% of the portfolio is comprised of investments in common stocks and other equities generally traded on a major U.S. exchange with a minimum market capitalization of \$400,000,000 and a maximum of \$2.5 billion at cost. The portfolio may not have more than 10% of market value in cash or cash equivalent investments. The domestic large cap equities collective trust fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Russell 1000 Index over the long-term. This fund may invest directly or indirectly in securities and other instruments, including in other pooled investment vehicles sponsored or managed by, or otherwise affiliated with the commingled fund trustee. The collective trust fund provides for daily redemption at NAV.
- c. International investments involve investments in registered investment companies, comprising of an emerging markets fund which seeks to capture the returns of large and small cap value stocks as measured by book to market ratio in selected emerging markets countries. The investment strategy employs a disciplined, quantitative approach, emphasizing broad diversification and consistent exposure to emerging markets value stocks, but does not attempt to track a specific equity index. Additionally, developed markets exposure is sought through a fund which invests primarily in a diversified portfolio of equity securities issued by non-U.S. companies from at least three different foreign countries, including emerging markets. This fund focuses on countries whose economic and political systems appear more stable and are believed to provide some protection to foreign shareholders, and invests primarily in medium-to-large well established companies based on standards of the applicable market. The registered investment companies provide for daily redemption at NAV.
- d. Fixed income investments involve investments in registered investment companies and collective trusts. These funds seek investment returns that approximates as closely as practicable, before expenses, the performance of the Barclays Capital U.S. Long Government/Credit Bond Index over the long-term. Investments involve directly or indirectly held securities and other instruments, including other pooled investment vehicles sponsored or managed by, or otherwise affiliated with the commingled fund trustee. Additional investments include a fund which invests primarily in investment grade debt securities but may invest up to 20% of its total assets in high yield securities rated B or higher by Moody's or equivalently rated by S&P or Fitch. This fund may invest up to 30% of its total assets in securities denominated in foreign currencies, and may invest beyond this limit in U.S. dollar-denominated securities of foreign issuers. This fund may also invest up to 15% of its total assets in securities and instruments that are economically tied to emerging market countries, and will normally limit its foreign currency exposure to 20% of its total assets. The registered investment companies and collective trust fund provide for daily redemption at NAV.

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

6. Fair Value Measurements and Disclosures (Continued)

- e. Real estate investments include a collective trust fund which seeks an investment return that approximates as closely as practicable, before expenses, the performance of the FTSE EPRA/NAREIT Global Real Estate Index over the long-term. Investments involve directly or indirectly held securities and other instruments, including other pooled investment vehicles sponsored or managed by, or otherwise affiliated with the commingled fund trustee. Limited partnership funds include core and opportunistic investments such as equity, debt, and special situations focusing in geographic regions such as Europe and the U.S. ULA commitments for these funds total \$11,000,000 of which \$4,000,000 is a new commitment which has not been drawn. The collective trust fund provides for daily redemption at NAV. The limited partnerships are subject to restrictions on redemptions as governed by the individual Partnership agreements.
- f. Private equity investments include a fund-of-funds limited partnership fund which seeks superior long-term capital appreciation by investing (structured by classes of interest) in a diversified group of venture capital investment funds (VC class), private equity investment funds (PE class), and emerging markets investment funds (EM class), which are managed by seasoned investment managers and which generally are difficult for new investors to access. ULA Master Pension Trust participation in this fund is comprised as follows: 35% EM class; 40% PE class; and 25% VC class. Total ULA commitment is \$10,000,000. This fund has significant restrictions on redemption as governed by the partnership agreement.

The following table sets forth a summary of changes in the fair value of the Plan's level 3 investments for the year ended December 31, 2011:

	Real Estate and Private Equity (Limited Partnerships)
Balance, beginning of year	\$ 5,595,471
Realized gains/(losses)	296,071
Unrealized gains/(losses) relating to instruments still held at the reporting date	1,590,922
Purchases and issuances	5,024,057
Sales and settlements	(1,559,555)
Balance, end of year	<u>\$10,946,966</u>

The availability of observable market data is monitored to assess the appropriate classification of financial statements within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the year ended December 31, 2011, there were no significant transfers in or out of levels 1, 2, or 3.

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

7. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (“IRS”) dated October 20, 2011 stating that the Plan is designed in compliance with the applicable requirements of the Code. The Plan is required to operate in conformity with the Internal Revenue Code (the “Code”) to maintain its tax-qualified status. The Plan has been amended since receiving the determination letter. However, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related Trust is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. 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 December 31, 2008.

8. Party-in-Interest and Related Party Transactions

The ULA Master Trust holds certain investments managed by the Trustee. Transactions in these investments are party-in-interest transactions. The ULA Master Trust and the Plan pay actuarial, audit, custodial, investment management, investment advisory and legal fees from the Trust. Such transactions constitute party-in-interest transactions. These transactions are exempt from the prohibited transaction rules.

During the plan years ending December 31, 2011 and 2010, and 2009, Plan assets were inadvertently used to pay certain fees that were deemed to be not permissible plan expenses. This resulted in a non-exempt transaction with a party-in-interest. The Company reimbursed the Plan for the amounts, including earnings, in October 2011. The Company also filed under the Voluntary Fiduciary Correction Program and has received a letter stating that no further action will be taken related to these prohibited transactions. See Supplemental Schedule of Non-Exempt Transactions.

9. Risks and Uncertainties

The ULA Master Trust invests in various investment securities. Investments in general, are subject to various risks, such as interest rate, credit and overall market volatility risk. Additionally, the value, liquidity and related income of the investment securities are sensitive to changes in economic conditions, including real estate values, delinquencies, and defaults and may be adversely affected by shifts in the market’s perception of the

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

9. Risks and Uncertainties (Continued)

issuers and changes in interest rates. Certain investments (limited partnerships) are less liquid and have restrictions on their sale. Forced liquidation, although not expected at this time, may affect the estimated value of such investments. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits and the funded status of the Plan.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could be material to the amounts reported in the financial statements and accompanying notes.

10. Commitments

The ULA Master Trust's investment in the limited partnerships contains future capital call commitments of up to \$21,000,000 of which \$10,313,355 had been invested as of December 31, 2011. During 2011, \$4,389,932 of capital calls were made and invested. Subsequent to year end, the ULA Master Trust increased its future capital commitment by \$15,000,000 related to a new private equity limited partnership agreement entered into in 2012.

11. Reconciliation between Financial Statements and Form 5500

The following is a reconciliation of net assets available for plan benefits and investment income per the financial statements to Form 5500:

<i>December 31,</i>	2011
Net assets available for plan benefits per the financial statements	\$ 33,734,338
Less transfer due to plan merger reported in 2011 for 5500 purposes	(33,734,338)
Net assets available for plan benefits per the Form 5500 (unaudited)	\$ -
<i>For the year ended December 31,</i>	2011
Transfers to other plans per the accompanying 2011 financial statements	\$ -
Plus amounts reported for final 5500 purposes	33,734,338

United Launch Alliance
Pension Plan for IAM #725 and IUOE 501W Employees

Notes to Financial Statements (Continued)

Transfer to other plans per the 2011 Form 5500 (unaudited)

\$ 33,734,338

12. Subsequent Events

The Company has evaluated subsequent events through October 3rd, 2012, which is the date the financial statements were available to be issued. No subsequent events have occurred that would require disclosure in, or adjustments to, these financial statements.

United Launch Alliance Pension Plan for IAM #725 and IUOE 501 W Employees

Form 5500, Schedule G, Part III – Schedule of Non-Exempt Transactions – For the Year Ended December 31, 2011

EIN: 81-0673845
Plan Number: 006

(a)	(b)	(c)	(g)		
Identity of party involved	Relationship to plan, employer, or other party-in-interest	Description of transaction including maturity date, rate of interest, collateral, par or maturity value	Transaction Expense	Amount of Earnings	Total Transaction
*2009 – ACS	Recordkeeper	Expenses paid in error during December 2009	\$ 286	\$ 12	\$ 298
*2010 – ACS	Recordkeeper	Expenses paid in error during 2010	5,677	140	5,817
*2011 – ACS	Recordkeeper	Expenses paid in error during 2011	2,832	209	3,041

* A party-in-interest as defined by ERISA.

See accompanying independent auditors' report and notes to financial statements.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ 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 United Launch Alliance Pension Plan for IAM 725 and IUOE	B Three-digit plan number (PN) ▶	006
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF United Launch Alliance LLC	D Employer Identification Number (EIN) 81-0673845	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2011</u>			
2 Assets:			
a Market value	2a	30,902,585	
b Actuarial value	2b	28,816,662	
3 Funding target/participant count breakdown:			
	(1) Number of participants	(2) Funding Target	
a For retired participants and beneficiaries receiving payment.....	3a	12	1,225,202
b For terminated vested participants	3b	47	1,206,835
c For active participants:			
(1) Non-vested benefits.....	3c(1)		4,578,003
(2) Vested benefits	3c(2)		21,751,900
(3) Total active.....	3c(3)	314	26,329,903
d Total.....	3d	373	28,761,940
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.11 %	
6 Target normal cost	6	1,831,439	

Statement by Enrolled Actuary

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

SIGN HERE	 Signature of actuary	<u>10/05/2012</u> Date
Benjamin R. Bergeson Type or print name of actuary		<u>11-06849</u> Most recent enrollment number
Hewitt Associates LLC Firm name		<u>(952) 886-8000</u> Telephone number (including area code)
5600 West 83rd Street, 8200 Tower, Suite 1100 Minneapolis MN 55437 Address of the firm		

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

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

Schedule SB (Form 5500) 2011
v.012611

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 (line 13 from prior year).....	0	2,774,949
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	1,643,968
9 Amount remaining (line 7 minus line 8).....	0	1,130,981
10 Interest on line 9 using prior year's actual return of <u>15.36</u> %.....	0	173,719
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		4,227,448
b Interest on (a) using prior year's effective rate of <u>6.67</u> % except as otherwise provided (see instructions).....		424,831
c Total available at beginning of current plan year to add to prefunding balance.....		4,652,279
d Portion of (c) to be added to prefunding balance.....		4,214,790
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	5,519,490

Part III Funding percentages

14 Funding target attainment percentage	14	81.00 %
15 Adjusted funding target attainment percentage	15	100.19 %
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	88.17 %
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	550,000				
Totals •			18(b)	550,000	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 contributions 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	540,784

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

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

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

21 Discount rate:				
a Segment rates:	1st segment: 2.94 %	2nd segment: 5.82 %	3rd segment: 6.46 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 56
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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	1,831,439	
b Excess assets, if applicable, but not greater than 31a	31b	0	
32 Amortization installments:	Outstanding Balance Installment		
a Net shortfall amortization installment.....	5,464,768		985,298
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 (lines 31a - 31b + 32a + 32b - 33)...	34	2,816,737	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	2,275,953	2,275,953
36 Additional cash requirement (line 34 minus line 35)	36	540,784	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	540,784	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:				
a Schedule elected	☐ 2 plus 7 years ☐ 15 years			
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008	☐ 2009	☐ 2010	☐ 2011
42 Amount of acceleration adjustment	42			
43 Excess installment acceleration amount to be carried over to future plan years	43			

Schedule SB Attachment (Form 5500)—2011 Plan Year
United Launch Alliance Pension Plan for IAM #725 and IUOE 501W
Employees
EIN: 81-0673845 PN: 006

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2011

Date	Amount	Interest Rate	Interest Adjusted Contribution
April 15, 2011	\$ 550,000	6.11%	\$ 540,784
Total Contribution	\$ 550,000		\$ 540,784

Schedule SB Attachment (Form 5500)—2011 Plan Year
United Launch Alliance Pension Plan for IAM #725 and IUOE 501W
Employees
EIN: 81-0673845 PN: 006

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
50.5	20.00%	1.0000	10.10
51.5	10.00%	0.8000	4.12
52.5	10.00%	0.7200	3.78
53.5	10.00%	0.6480	3.47
54.5	10.00%	0.5832	3.18
55.5	30.00%	0.5249	8.74
56.5	10.00%	0.3674	2.08
57.5	10.00%	0.3307	1.90
58.5	10.00%	0.2976	1.74
59.5	10.00%	0.2678	1.59
60.5	12.00%	0.2411	1.75
61.5	12.00%	0.2121	1.57
62.5	30.00%	0.1867	3.50
63.5	25.00%	0.1307	2.07
64.5	25.00%	0.0980	1.58
65.5	40.00%	0.0735	1.93
66.5	30.00%	0.0441	0.88
67.5	30.00%	0.0309	0.63
68.5	30.00%	0.0216	0.44
69.5	30.00%	0.0151	0.32
70	100.00%	0.0106	0.74
Weighted Average			56.11

Schedule SB Attachment (Form 5500)—2011 Plan Year
United Launch Alliance Pension Plan for IAM #725 and IUOE 501W
Employees
EIN: 81-0673845 PN: 006

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

For ERISA Requirements

Interest rates	Based on segment rates with no lookback (as of January 2011)
1st segment rate	2.94%
2nd segment rate	5.82%
3rd segment rate	6.46%
Optional payment form election percentage	Males: 70% Joint and 55% Survivor Annuity 30% Life Annuity Females: 25% Joint and 55% Survivor Annuity 75% Life Annuity
Optional payment form conversion interest rate	N/A
Optional payment form conversion mortality	N/A
Retirement age	
Active participants	See Table 1
Terminated vested participants	Age 65
Mortality rates	
Healthy and disabled	2011 static mortality table for annuitants and non-annuitants per Section 1.430(h)(3)-1(e)
Withdrawal rates	See Table 2
Disability rates	See Table 3
Decrement timing	Middle of year decrements, with 100% retirement occurring at beginning of year
Surviving spouse benefit	It is assumed that 100% of males and 100% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$195,000.

Schedule SB Attachment (Form 5500)—2011 Plan Year
United Launch Alliance Pension Plan for IAM #725 and IUOE 501W
Employees
EIN: 81-0673845 PN: 006

For ERISA Requirements

Valuation of plan assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected return on assets

2009 plan year	6.69%
2010 plan year	6.76%

Trust expenses included in target normal cost \$150,000

Actuarial method Standard unit credit cost method

Valuation date January 1, 2011

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Actuarial Assumptions and Methods

Table 1

Retirement Rates

Age	Rate
50	20.00%
51	10.00%
52	10.00%
53	10.00%
54	10.00%
55	30.00%
56	10.00%
57	10.00%
58	10.00%
59	10.00%
60	12.00%
61	12.00%
62	30.00%
63	25.00%
64	25.00%
65	40.00%
66	30.00%
67	30.00%
68	30.00%
69	30.00%
70+	100.00%

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Table 2

Withdrawal Rates

<u>Years of Service</u>	<u>Rate</u>
0	10.00%
1	10.00%
2	10.00%
3	10.00%
4	10.00%
5	10.00%
6	10.00%
7	10.00%
8	8.50%
9	7.00%
10	6.00%
11	5.50%
12	5.00%
13	4.00%
14	3.50%
15	3.20%
16	2.70%
17	2.50%
18	2.50%
19+	2.00%

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Table 3

Disability Rates

Age	Rate	Age	Rate
15	0.25%	45	0.25%
16	0.25%	46	0.25%
17	0.25%	47	0.25%
18	0.25%	48	0.25%
19	0.25%	49	0.25%
20	0.25%	50	0.25%
21	0.25%	51	0.25%
22	0.25%	52	0.25%
23	0.25%	53	0.25%
24	0.25%	54	0.25%
25	0.25%	55	0.25%
26	0.25%	56	0.25%
27	0.25%	57	0.25%
28	0.25%	58	0.25%
29	0.25%	59	0.25%
30	0.25%	60	0.25%
31	0.25%	61	0.25%
32	0.25%	62	0.25%
33	0.25%	63	0.25%
34	0.25%	64	0.25%
35	0.25%	65	0.25%
36	0.25%	66	0.25%
37	0.25%	67	0.25%
38	0.25%	68	0.25%
39	0.25%	69	0.25%
40	0.25%	70	0.25%
41	0.25%	71	0.25%
42	0.25%	72	0.25%
43	0.25%	73	0.25%
44	0.25%	74	0.25%

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Schedule SB, Part V—Summary of Plan Provisions

Effective Date	December 1, 2006. Plan was created via a de minimus spin off of assets and liabilities from The Boeing Company MDC Hourly West Employee Retirement Income Plan ("Prior Plan").
Plan Year	Calendar Year.
Covered Employees	Represented ULA employees who are members of the following unions: <ul style="list-style-type: none">■ IAM, AFL-CIO, Local 725 (Cape Canaveral, Florida and Vandenberg AFB, California)■ IUOE, AFL-CIO, Local 501 (Weldors) (Huntington Beach, California)
Participation Date	Covered employee and completion of one year of service. Employees who were participants in the Prior Plan automatically become participants in the plan as of the effective date.
Definitions	
Aggregate Benefit Service	Combined Benefit Service under this Plan and any other defined benefit or money purchase plans maintained by ULA or a predecessor company.
Accrued Benefit	Benefit Rate multiplied by Years of Benefit Service. Current Benefit Rate is \$80 for both participating unions.
Benefit Service	Amount of service in covered group during which the participant earned regular base pay.
Vesting Service	One year for 1,000 hours of service in a plan year; partial credit for less than 1,000 hours.
Monthly Level Income Special Allowance (LISA)	\$550 per month.
Monthly Preretirement Spouse Benefit	55% of the monthly pension benefit as of the date of death reduced for the joint and survivor election and reduced for payment as early as the participant's earliest retirement date.
Normal Retirement Date (NRD)	First of month following the attainment of age 65.

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Prior Plan

The Employees Retirement Income Plan of McDonnell Douglas Corporation, Hourly West Plan.

Actuarial Equivalence

For purpose of calculating lump sums and equivalent accelerated Income Option benefits:

Applicable mortality table under 417(e) and applicable interest rate under 417(e) for the November preceding the plan year.

For purpose of converting to a 10-year certain and life option:

Age	Factor
50	.99
55	.98
60	.97
65	.95
70	.90
75	.82

For other purposes:

UP-84 mortality table, set back two years and an interest rate of 6.00%.

Normal Retirement
Eligibility

Attainment of NRD.

Monthly Benefit

Accrued benefit determined as of NRD.

Early Retirement
Eligibility

Retirement before NRD and on or after both attaining age 55 and completing ten years of vesting service, or, for IAM Local #725 participants, age 50 with 30 or more years of aggregate benefit service.

Monthly Benefit

Accrued benefit as determined as of early retirement date reduced by an actuarial factor of 6% per year before age 62, interpolated monthly, plus LISA. No reduction is applied for participants who retire after age 50 with 30 or more years of aggregate benefit service.

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Postponed Retirement
Eligibility

Retirement after NRD.

Monthly Benefit

Monthly pension benefit determined as of actual retirement date.

Termination with Deferred Vested Benefit
Eligibility

Termination for reasons other than death or retirement after completing five years of vesting service.

Monthly Benefit

Accrued benefit determined as of termination date, actuarially reduced for payment before age 65.

Sample reduction factors:

Age	Factor
62	.7705
60	.6566
55	.4573

Preretirement Spouse Benefit
Eligibility

Death while eligible for normal, early, postponed or deferred vested retirement benefits, with a surviving spouse.

Monthly Benefit

Monthly preretirement spouse benefit is payable. In-service death while eligible to retire is payable immediately; otherwise deferred to participant's early retirement date.

Disability Retirement
Eligibility

Total and permanent disability while on the active payroll after completion of ten or more years of vesting service.

Monthly Benefit

Accrued benefit.

Postretirement Death Benefit
Eligibility

Death after normal, early, postponed or disability retirement from active or lay-off status.

Benefit

Monthly benefit dependent on the optional form elected, and \$2,000 payable as a lump sum.

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Level Income Special Allowance (LISA)
Eligibility

Retirement from active service after age 55 (age 50 for IAM Local #725 participants) with 30 years of aggregate benefit service, or age 60 with 20 years of aggregate benefit service and before age 62.

Monthly Benefit

\$550 per month payable until age 62.

Form of Payment
Normal Form

- Life Annuity for unmarried participants.
- 55% Joint and Survivor annuity with pop-up feature (with 95% reduction factor) for married participants.

Optional Forms

- Life and 10 Year Certain option.
- Accelerated income.

Small Benefits

If the actuarial equivalent value of participant's benefit does not exceed \$5,000 at termination, a lump-sum distribution is paid.

Changes in Plan Provisions for the January 1, 2011 Valuation

The January 1, 2011 funding and plan reporting valuations do not reflect any plan changes.

Changes in Plan Provisions for the January 1, 2010 Valuation

The January 1, 2010 funding and plan reporting valuations do not reflect any plan changes.

Changes in Plan Provisions for the January 1, 2009 Valuation

The January 1, 2009 funding and plan reporting valuations reflect the following plan changes:

- An increase in the annual maximum benefit limit under IRC Section 415 from \$185,000 in 2008 to \$195,000 in 2009.
- An increase in the benefit multiplier from \$68 to \$80 effective January 1, 2009.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

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The actuarial valuation was conducted on an ongoing (not terminated) basis using personnel data furnished as of January 1, 2011 by United Launch Alliance, LLC. Asset information and the dates and amounts of contributions are based on information supplied by United Launch Alliance, LLC.

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Schedule SB, line 24—Change in Actuarial Assumptions

A change in the spousal age difference from assuming the spouse is three years younger if employee is male and two years older if employee is female to assuming males are three years older than females.

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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2011

Attained Age	Number of Participants									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29		6	1							
30-34		8	1	1						
35-39		5	6	2						
40-44		3	6	4	4	1				
45-49		12	24	21	6	13	3	1		
50-54		9	42	23	7	13	5	5		
55-59		4	16	21	5	15	3	1		
60-64		1	3	3	2	1				
65-69			1	2		1		1		
70+					1	1				

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Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$2,342,631	January 1, 2009	5	\$496,064
Shortfall	(\$727,606)	January 1, 2010	6	(\$132,870)
Shortfall	\$3,849,743	January 1, 2011	7	\$622,104