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 10/01/2011 and ending 09/30/2012

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
ELLIOTT AVIATION, INC. EMPLOYEE'S SAVINGS & PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/15/1966

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

ELLIOTT AVIATION, INC.

6421 74TH AVE
MILAN, IL 61264-3211

2b Employer Identification Number (EIN) 36-3993660

2c Sponsor's telephone number 309-799-3183

2d Business code (see instructions) 488100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	04/24/2013	RUTH WISHAM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	04/24/2013	RUTH WISHAM
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

6421 74TH AVE
MILAN, IL 61264-3211

3b Administrator's EIN
36-3993660

3c Administrator's telephone number
309-799-3183

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

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	402
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**	325
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	46
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	371
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	371
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	339
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	37
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan
ELLIOTT AVIATION, INC. EMPLOYEE'S SAVINGS & PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3993660

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

1 Coverage Information:

(a) Name of insurance carrier
PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	441462	371	10/01/2011	09/30/2012

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
18758	11718

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

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
UBS FINANCIAL SERVICES INC
ACCT YY744680801
1000 HARBOR BLVD 8TH FL
WEEHAWKEN, NJ 07086-6790

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
12591	7809	REFERRAL/SERVICE FEE	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
UBS FINANCIAL SERVICES INC
ACCT YY744680801
1000 HARBOR BLVD 8TH FL
WEEHAWKEN, NJ 07086-6790

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
6167	3909	REFERRAL/SERVICE FEE	3

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ CUSTODIAL GUARANTEED FUND CONTRACT

b	Balance at the end of the previous year			7b	1768370
c	Additions: (1) Contributions deposited during the year	7c(1)	121313		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	43358		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	576629		
	▶ OUTSIDE INVESTMENT TRANSFER, LOAN PAYMENT, ROLLOVER				
	(6) Total additions			7c(6)	741300
d	Total of balance and additions (add **b** and **c(6)**).			7d	2509670
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	734953		
	(2) Administration charge made by carrier	7e(2)	2264		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	127452		
	▶ 401(K) (M) EXCESS CONTRIBUTION, LOAN WITHDRAWAL, MERGER				
	(5) Total deductions			7e(5)	864669
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	1645001

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance

e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug

i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract

m ☐ Other (specify) ▶

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

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

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan
ELLIOTT AVIATION, INC. EMPLOYEE'S SAVINGS & PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3993660

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

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

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 37 50 64	CONTRACT ADMINISTRATOR	37164	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

ANDERSON, LOWER, WHITLOW

42-1394940

(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	ACCOUNTANT	5100	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

IBBOTSON ASSOCIATES INC.

36-2923857

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 26	CONTRACT ADMINISTRATOR	0	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] 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)

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
IBBOTSON ASSOCIATES INC.	13 26	0
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRINCIPAL LIFE INSURANCE COMPANY 42-0127290	8 BASIS POINTS ON ASSETS MANAGED BY IBBOTSON	

(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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

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 10/01/2011 and ending 09/30/2012

A Name of plan
ELLIOTT AVIATION, INC. EMPLOYEE'S SAVINGS & PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3993660

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	299489	300000
(2) Participant contributions	1b(2)	8808	0
(3) Other	1b(3)	0	0
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)	482087	394973
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	13012957	14786350
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1768370	1645001
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	15571711	17126324
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	15571711	17126324

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)	299811	
(B) Participants	2a(1)(B)	914207	
(C) Others (including rollovers)	2a(1)(C)	262491	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		1476509
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	22811	
(F) Other	2b(1)(F)	43358	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		66169
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	227223	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		227223
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2725467
c Other income	2c		190
d Total income. Add all **income** amounts in column (b) and enter total	2d		4495558
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2520913	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2520913
f Corrective distributions (see instructions)	2f		31554
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	5100	
(2) Contract administrator fees	2i(2)	37164	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		42264
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2594731
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1900827
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		346214

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: ANDERSON, LOWER, WHITLOW, P.C. **(2)** EIN: 42-1394940

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	0
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	0
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	0
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	0
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ **Yes** ☒ **No**

If "Yes," enter the amount of any plan assets that reverted to the employer this year **Amount:**

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)
ELLIOTT AVIATION, INC	59-3096227	002

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.

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan
ELLIOTT AVIATION, INC. EMPLOYEE'S SAVINGS & PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

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

D Employer Identification Number (EIN)
36-3993660

Part I Distributions

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

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

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

EIN(s): 42-0127290

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

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

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

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

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

6 **a** Enter the minimum required contribution for this plan year (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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

ELLIOTT AVIATION, INC.
EMPLOYEE'S SAVINGS AND PROFIT SHARING PLAN

Financial Statements

September 30, 2012 and 2011

(With Independent Accountant's Report Thereon)

ELLIOTT AVIATION, INC.
EMPLOYEE'S SAVINGS AND PROFIT SHARING PLAN

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ANDERSON, LOWER, WHITLOW, P.C.
CERTIFIED PUBLIC ACCOUNTANTS

Independent Accountant's Report

To The Plan Administrator and
Profit Sharing Committee
Elliott Aviation, Inc. Employee's
Savings and Profit Sharing Plan:

We were engaged to audit the financial statements and supplemental schedule of the Elliott Aviation, Inc. Employee's Savings and Profit Sharing Plan as of September 30, 2012 and 2011 and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 2, which was certified by The Principal Financial Group, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended September 30, 2012 and 2011, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with U.S. generally accepted auditing standards 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.

Anderson, Lower, Whitlow P.C.

Bettendorf, Iowa
April 14, 2013

ELLIOTT AVIATION, INC.
EMPLOYEE'S SAVINGS AND PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

September 30, 2012 and 2011

	2012	2011
Assets:		
Investments (notes 2 and 3):		
Mutual funds	$14,786,350	13,012,957
Investment contract	1,562,751	1,679,951
Total investments	16,349,101	14,692,908
Receivables:		
Employer contribution	309,763	299,489
Employee contributions	-	8,808
	309,763	308,297
Loans receivable from participants	394,973	482,087
Total assets	17,053,837	15,483,292
Liabilities – excess participant contributions	16,889	33,247
Net assets available for benefits at fair value	17,036,948	15,450,045
Adjustment from fair value to contract value	82,250	88,419
Net assets available for benefits	$17,119,198	15,538,464

See accompanying notes to financial statements.

ELLIOTT AVIATION, INC.
EMPLOYEE'S SAVINGS AND PROFIT SHARING PLAN

Statements of Changes in Net Assets Available for Benefits

Years Ended September 30, 2012 and 2011

	2012	2011
Additions:		
Investment income (loss) (note 2):		
Net appreciation (depreciation) in fair value of investments	$ 2,683,503	(584,806)
Dividends	266,475	287,056
Interest	66,169	71,798
	3,016,147	(225,952)
Contributions:		
Employer	309,763	299,489
Employee	901,723	882,570
Rollovers	262,492	77,196
	1,473,978	1,259,255
Total additions	4,490,125	1,033,303
Deductions:		
Benefits paid to participants (note 9)	2,520,913	1,282,590
Administrative expenses (note 4)	42,264	43,520
Total deductions	2,563,177	1,326,110
Net increase (decrease)	1,926,948	(292,807)
Net assets available for benefits:		
Beginning of year	15,538,464	15,831,271
Transfer of plan assets (note 9)	(346,214)	-
End of year	$17,119,198	15,538,464

See accompanying notes to financial statements.

ELLIOTT AVIATION, INC.
EMPLOYEE'S SAVINGS AND PROFIT SHARING PLAN

Notes to Financial Statements

September 30, 2012 and 2011

(1) Description of Plan and Summary of Significant Accounting Policies

(a) Description of Plan

The following description of the Elliott Aviation, Inc. Employee's Savings and Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution and 401(k) savings plan covering all full-time employees of Elliott Aviation, Inc. (the "Company") and its wholly-owned subsidiaries: Elliott Aviation Flight Services, Inc., Elliott Aviation Aircraft Sales, Inc., Elliott Aviation Technical Products Development, Inc., Elliott Aviation of the Quad Cities, Inc., Elliott Aviation of Des Moines, Inc., Elliott Aviation of Omaha, Inc. (until January 2012), and Elliott Aviation of Minneapolis, Inc. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may contribute a percentage of pre-tax annual compensation (subject to federal limitations) in the form of a salary reduction. The Plan provides for Company matching and profit sharing contributions which are at the discretion of the Company's Board of Directors. Prior to November 1, 2008, the Company contributed 50% of each participant's contribution up to 4% of the employee's eligible compensation. Effective November 1, 2008, the Company discontinued matching contributions. The Company's profit sharing contribution amounted to $309,763 in 2012 and $299,489 in 2011.

Employee contributions, matching employer contributions, and employer discretionary contributions are invested in one or more investment fund options offered by the Plan as directed by the individual participant.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions, and (b) Plan earnings, and charged with the participant's withdrawals. Allocations are based on participant earnings or account balances, as defined.

Forfeited balances of terminated participant's nonvested accounts are used to pay for the Plan's general administrative expenses and/or reduce employer contribution. Forfeitures included in net assets available for benefits as of September 30, 2012 and 2011 amounted to $22,614 and $2,265, respectively. Total forfeitures used to reduce employer contributions and/or pay administrative expenses amounted to $29,487 in 2012 and $24,428 in 2011.

Vesting

Participants are immediately vested in their elective deferrals plus actual earnings thereon. Vesting in the remainder of their accounts is based on years of service with 100% vesting occurring after six years of credited service. Participants become 100% vested upon reaching normal retirement age of 65 if still an active employee.

(1) Description of Plan and Summary of Significant Accounting Policies, continued

(a) Description of Plan, continued

Payment of Benefits and Participant Loans

On death, disability or termination of service, a participant (or participant's beneficiary in the event of death) may elect to receive as a distribution from his or her account the value of their account in installments, as a joint or survivor annuity, or in a lump sum payment.

The Plan provides that participants may borrow (minimum of $1,000) up to 50% of the total vested balance of their accounts up to a maximum of $50,000. The loans are subject to a maximum term of five years or a period of time not to exceed fifteen years for loans used to acquire a principal residence. The loans are secured by the balance in the participant's account and bear interest at rates which are fixed at the prime rate plus 2% at the loan inception date.

(b) Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting. The Plan evaluated subsequent events through April 14, 2013, which is the date the financial statements were available to be issued.

Investments and Income Recognition

The Plan's investments are held by the Principal Financial Group (Custodian) who allocates plan assets to the individual accounts of each participant as directed by the participant.

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in a transaction between market participants at the measurement date. The fair value of investments is based on quoted market prices of national securities exchanges. Where marketable securities are not listed on an exchange, price quotations are obtained from securities brokerage firms. The guaranteed income account is stated at fair value, as determined by the Principal Financial Group. See note 3 for discussion of fair value measurements.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value of the investment contract, as determined by The Principal Financial Group, represents contributions made under the contract plus earnings at the contract rate (2.52% in 2012 and 2.73% in 2011), less participant withdrawals and administrative expenses. The Statement of Net Assets Available for Benefits presents the fair value of the investment contract as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Purchases and sales of securities are recorded on a trade-date basis. Interest is recorded on the accrual basis and dividends are recorded on the ex-dividend date. Net appreciation (depreciation) in the fair value of investments includes realized and unrealized gains and losses in the fair value of investments held by the Plan.

(1) Description of Plan and Summary of Significant Accounting Policies, continued

(b) Summary of Significant Accounting Policies, continued

Payment of Benefits and Participant Loans

Benefits are recorded when paid.

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

(2) Investments

The following information has been certified by Principal Trust Company (Custodian) as of September 30, 2012 and 2011 and for the years then ended. Investments that represent 5% or more of the Plan's net assets are separately identified.

	2012	2011
Mutual funds, at fair value:		
American Funds Growth Fund of America*	$ 1,125,505	1,180,777
Dodge & Cox Stock Fund*	1,297,008	988,833
PIMCO Total Return ADM Fund*	1,388,059	1,208,661
Vanguard Windsor II Fund*	1,829,167	1,509,027
Principal Investment Lifetime 2020 Fund*	3,660,922	3,405,760
Principal Investment Lifetime 2030 Fund*	992,570	861,675
Other mutual funds	4,493,119	3,858,224
Total mutual funds	14,786,350	13,012,957
Investment contract, at fair value –		
Principal Fixed Income Option*	1,562,751	1,679,951
	$16,349,101	14,692,908

*** Represents an asset which exceeds 5% of the Plan's net assets in 2012 and/or 2011.**

	2012	2011
Investment income:		
Net appreciation (depreciation) in fair value of investments	$2,683,503	(584,806)
Dividends, mutual funds	266,475	287,056
Interest:		
Fixed income fund	43,358	45,758
Participant loans	22,811	26,040
Total interest	66,169	71,798
Total investment income (loss)	$3,016,147	(225,952)

The Plan's mutual fund investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by $2,683,503 during 2012 and $(584,806) during 2011.

(3) Fair Value Measurements

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit as follows:

		Fair Value Measurements Using:	
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Unobservable Inputs (Level 3)
September 30, 2012:			
Mutual funds	$14,786,350	14,786,350	-
Investment contract	1,562,751	-	1,562,751
	$16,349,101	14,786,350	1,562,751
September 30, 2011:			
Mutual funds	$13,012,957	13,012,957	-
Investment contract	1,679,951	-	1,679,951
	$14,692,908	13,012,957	1,679,951

SFAS ASC 820 "Fair Value Measurements," establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of quoted prices in active markets of similar assets for assets in non-active markets, and Level 3 inputs which consist of other valuation techniques that have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. No Level 2 inputs were available to the Plan, and Level 3 inputs were only used when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

The fair value of mutual funds is based on quoted net asset values of the shares held by the Plan at year-end.

Level 3 Fair Value Measurements

The investment contract with Principal Life Insurance Company is not actively traded and significant other observable inputs are not available. Thus, the fair value of the investment contract is determined by discounting the related cash flows based on current yields of similar investments with comparable durations. The following table provides further details of the Level 3 fair value measurements relating to the investment contract for the years ended September 30, 2012 and 2011:

	2012	2011
Beginning balance	$1,679,951	1,492,184
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	49,527	35,875
Purchases, issuances, sales and settlements:		
Purchases	708,185	328,419
Issuances	-	-
Sales	(874,912)	(176,527)
Settlements	-	-
Transfers in (out)	-	-
Ending balance	$1,562,751	1,679,951

(4) Administrative Expenses

Plan administrative expenses relating to general administration and recordkeeping are paid through use of forfeitures. Plan administrative expenses related to participant loan administration, member requested services, withdrawal charges and personal retirement accounts are charged to participant accounts.

A summary of plan administrative expenses is as follows:

	2012	2011
Expenses paid by forfeitures	$27,175	24,428
Expenses charged to participants accounts	15,089	19,092
Total administrative expenses	$42,264	43,520
Total plan administrative expenses as a percent of average plan assets	0.26%	0.28%

(5) Plan Termination

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

(6) Tax Status

The Plan is a nonstandardized defined contribution plan sponsored by Principal Life Insurance Company. The prototype plan has received a letter from the Internal Revenue Service as to its qualified status. The Plan has been amended since receiving the determination letter. The Plan Administrator believes the Plan is designed and is currently being operated in compliance with the applicable provisions of the Internal Revenue Code.

The Plan files annual informational returns which for years subsequent to fiscal 2008 are subject to examination by taxing authorities.

(7) Related Party Transactions

Certain Plan investments are shares of mutual funds managed by Principal Life Insurance Company. Principal Life Insurance Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

(8) Risks and Uncertainties

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

(9) Sale of Subsidiary and Transfer of Plan Assets

In January 2012, the Plan sponsor sold a subsidiary to a third party. Employees in this subsidiary had the option of transferring their balance to another qualified plan of the acquiring company or electing full distribution of their account balance from the Plan. Accordingly, the Plan transferred assets of $346,214 to the acquiring company's qualified plan which consisted of the following:

Investments	$295,380
Loans receivable	50,834
Total assets transferred	$346,214

Additionally, distributions of approximately $1,277,600 were paid to participants who were employees of the sold subsidiary.

(10) Reconciliation to Form 5500

The Plan's investment in the Principal Fixed Income Option is reported on the Form 5500 at contract value. The financial statements reflect this investment at fair value with an adjustment from fair value to contract value which amounted to $82,250 in 2012 and $88,419 in 2011.

The following is a reconciliation of net assets per the financial statements to the Form 5500:

	2012	2011
Net assets per Form 5500	$17,126,324	15,571,711
Add: employer contribution receivable adjustment	9,763	-
Less: excess participant contributions	(16,889)	(33,247)
Net assets per financial statements	$17,119,198	15,538,464

The following is a reconciliation of the net increase in net assets for 2011 and 2010 per the financial statements to the Form 5500:

	2012	2011
Net increase (decrease) per Form 5500	$ 1,900,827	(283,403)
Add: employer contribution receivable adjustment	9,763	-
Less: change in excess participant contribution liability	16,358	(9,404)
Net increase (decrease) per financial statements	$ 1,926,948	(292,807)

(11) New Accounting Pronouncement

In May 2011, the Financial Accounting Standards Board issued ASU No. 2011-04 "Fair Value Measurement (Topic 820) – Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS." The pronouncement provides clarification and additional guidance regarding fair value measurements and related disclosures. ASU 2011-04 will become effective for the Plan's 2013 financial statements. Management believes the effect of the adoption of ASU 2011-04 will not have a material impact on the Plan's net assets or changes in net assets.

ELLIOTT AVIATION, INC. **Schedule 1**
EMPLOYEE'S SAVINGS AND PROFIT SHARING PLAN

Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2012

Identity of Issuer, Borrower, Lessor, or Similar Party	Description	Number of Shares	Current Value
Investments			
The American Funds	American Funds New Perspective Fund	15,128	$ 454,437
The American Funds	American Funds Growth Fund of America	33,487	1,125,505
Dodge & Cox Funds	Dodge & Cox Stock Fund	10,905	1,297,008
PIMCO Funds	PIMCO Total Return ADM Fund	119,867	1,388,059
Fidelity Investments	Fidelity Advisor Large Cap T Fund	4,329	91,524
Fidelity Investments	Fidelity Advisor Small Cap Fund	12,870	277,085
Vanguard Group	Vanguard Windsor II Fund	62,217	1,829,167
Goldman Sachs	Principal Investment Ptr Mid Cap Value Fund	27,307	382,845
Principal Global Investors	Principal Investment Small Cap Blend Fund	12,153	193,231
Principal Global Investors	Principal Investment Diversified International Fund	78,184	765,421
Principal Global Investors	Principal Investment Large Cap S&P 500 Index Fund	31,828	324,969
Principal Global Investors	Principal Investment Mid Cap S&P 400 Index Fund	9,479	142,276
Principal Real Estate Investments	Principal Investment Real Estate Securities Fund	14,665	284,791
Turner/Jacobs Levy	Principal Investment Mid Cap Growth Fund	62,216	688,109
Princor Financial Services	Principal Investment Lifetime 2010 Fund	7,966	95,828
Princor Financial Services	Principal Investment Lifetime 2020 Fund	291,475	3,660,922
Princor Financial Services	Principal Investment Lifetime 2030 Fund	79,660	992,570
Princor Financial Services	Principal Investment Lifetime 2040 Fund	41,546	521,817
Princor Financial Services	Principal Investment Lifetime 2050 Fund	21,591	260,392
Princor Financial Services	Principal Investment Lifetime Strategy Income Fund	406	4,633
Principal Life Insurance Company*	Principal Fixed Income Option	101,956	1,562,751
Prudential Investment	Prudential Jennison Natural Resources Fund	116	5,369
Franklin Advisers, Inc.	Franklin Gold and Precious Metals Fund	11	392
			$16,349,101
Other Assets			
Participant Loans*	Interest rates from 5.25% to 9.75%; maturing 2012 through 2017	N/A	$ 394,973

*** Represents a party-in-interest to the plan**

Cost information is not required for participant-directed investments and, therefore, is not presented.

ELLIOTT AVIATION, INC. **Schedule 1**
EMPLOYEE'S SAVINGS AND PROFIT SHARING PLAN

Form 5500, Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)

September 30, 2011

Identity of Issuer, Borrower, Lessor, or Similar Party	Description	Number of Shares	Current Value
Investments			
The American Funds	American Funds New Perspective Fund	16,110	$ 396,944
The American Funds	American Funds Growth Fund of America	44,625	1,180,777
Dodge & Cox Funds	Dodge & Cox Stock Fund	10,767	988,833
PIMCO Funds	PIMCO Total Return ADM Fund	112,017	1,208,661
Fidelity Investments	Fidelity Advisor Large Cap T Fund	2,517	39,897
Fidelity Investments	Fidelity advisor Small Cap Fund	12,837	260,209
Vanguard Group	Vanguard Windsor II Fund	65,241	1,509,027
Goldman Sachs	Principal Investment Ptr Mid Cap Value Fund	32,114	354,213
Principal Global Investors	Principal Investment Small Cap Blend Fund	6,834	81,189
Princor Financial Services	Principal Investment Small Cap Value Fund	5,331	65,524
Princor Financial Services	Principal Investment Diversified International Fund	84,998	722,481
Princor Financial Services	Principal Investment Large Cap S&P 500 Index Fund	35,441	284,238
Princor Financial Services	Principal Investment Mid Cap S&P 400 Index Fund	9,266	114,244
Princor Financial Services	Principal Investment Real Estate Securities Fund	14,114	209,449
Princor Financial Services	Principal Investment Mid Cap Growth Fund	65,093	599,883
Princor Financial Services	Principal Investment Lifetime 2010 Fund	6,733	71,504
Princor Financial Services	Principal Investment Lifetime 2020 Fund	320,391	3,405,760
Princor Financial Services	Principal Investment Lifetime 2030 Fund	82,853	861,675
Princor Financial Services	Principal Investment Lifetime 2040 Fund	37,580	388,949
Princor Financial Services	Principal Investment Lifetime 2050 Fund	23,012	226,665
Princor Financial Services	Principal Lifetime Strategy Income Fund	229	2,397
Principal Life Insurance Company*	Principal Fixed Income Option	112,358	1,679,951
Prudential Investment	Prudential Jennison Natural Resources Fund	25	1,029
Franklin Advisers Inc.	Franklin Gold and Precious Metals Fund	990	39,409
			$14,692,908
Other Assets			
Participant Loans*	Interest rates from 5.25% to 10.25%; maturing 2012 through 2016	N/A	$ 482,087

*** Represents a party-in-interest to the plan**

Cost information is not required for participant-directed investments and, therefore, is not presented.

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ELLIOTT AVIATION, INC. EMPLOYEE'S SAVINGS & P

EIN 36 3993660
PLAN NUMBER 001
PLAN YEAR 10/01/2011 TO 09/30/2012

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	The American Funds	Registered Investment Company Am Fds Grth Fd of Am R4 Fund	$ 0.00	$ 1,125,504.65
	American Funds Service Company	Registered Investment Company Am Fds New Persp R4 Fund	$ 0.00	$ 454,436.63
	Dodge and Cox Funds	Registered Investment Company Dodge & Cox Stock Fund	$ 0.00	$ 1,297,008.44
	Fidelity Investments	Registered Investment Company Fidelity Adv Large Cap T Fund	$ 0.00	$ 91,523.88
	Fidelity Investments	Registered Investment Company Fidelity Adv Small Cap T Fund	$ 0.00	$ 277,084.53
	Franklin Templeton Investments	Registered Investment Company Franklin Gold & Prec Met A Fd	$ 0.00	$ 391.71
*	Principal Life Insurance Company	Insurance Company General Prin Fixed Income 401(a)/(k)	$ 0.00	$ 1,645,001.42
*	Principal Funds Inc	Registered Investment Company Prin LgCap S&P 500 Idx R3 Fund	$ 0.00	$ 324,968.58
*	Principal Funds Inc	Registered Investment Company Prin LifeTime Str Inc R3 Fund	$ 0.00	$ 4,633.20
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2010 R3 Fund	$ 0.00	$ 95,828.04
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2020 R3 Fund	$ 0.00	$ 3,660,922.27
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2030 R3 Fund	$ 0.00	$ 992,569.50
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2040 R3 Fund	$ 0.00	$ 521,817.08
*	Principal Funds Inc	Registered Investment Company Prin LifeTime 2050 R3 Fund	$ 0.00	$ 260,392.46
*	Principal Funds Inc	Registered Investment Company Prin MidCap Growth III R3 Fund	$ 0.00	$ 688,109.17

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ELLIOTT AVIATION, INC. EMPLOYEE'S SAVINGS & P

EIN 36 3993660
PLAN NUMBER 001
PLAN YEAR 10/01/2011 TO 09/30/2012

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Funds Inc	Registered Investment Company Prin MidCap S&P 400 Idx R3 Fd	$ 0.00	$ 142,275.52
*	Principal Funds Inc	Registered Investment Company Prin MidCap Value I R3 Fund	$ 0.00	$ 382,845.39
*	Principal Funds Inc	Registered Investment Company Prin Real Estate Secs R3 Fund	$ 0.00	$ 284,791.47
*	Principal Funds Inc	Registered Investment Company Prin SmallCap Blend R3 Fund	$ 0.00	$ 193,230.71
*	Principal Funds Inc	Registered Investment Company Principal Div Intl R3 Fund	$ 0.00	$ 765,420.63
	Jennison Dryden	Registered Investment Company Prudential Jenn Nat Res A Fd	$ 0.00	$ 5,369.52
	PIMCO Funds	Registered Investment Company PIMCO Total Return Adm Fund	$ 0.00	$ 1,388,059.19
	Vanguard Group	Registered Investment Company Vanguard Windsor II Inv Fund	$ 0.00	$ 1,829,167.33
	Participant Loans	Range of Interest Rates Rates Range From 5.25% To 10.25%	$ 0.00	$ 394,973.00

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)