

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
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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>AAR AIRCRAFT SERVICES MIAMI RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>11/01/1991</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>AAR AIRCRAFT SERVICES, INC.</u> <u>1100 NORTH WOOD DALE ROAD</u> <u>WOOD DALE, IL 60191</u>	2b Employer Identification Number (EIN) <u>90-0168563</u> 2c Sponsor's telephone number <u>630-227-2000</u> 2d Business code (see instructions) <u>488100</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>10/11/2013</u>	<u>MICHAEL SHARP</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2013</u>	<u>MICHAEL K CARR</u>
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
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		5 350
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 510	
b Retired or separated participants receiving benefits.....	6b 4	
c Other retired or separated participants entitled to future benefits.....	6c 74	
d Subtotal. Add lines 6a , 6b , and 6c	6d 588	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0	
f Total. Add lines 6d and 6e	6f 588	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 405	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 23	
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 Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan AAR AIRCRAFT SERVICES MIAMI RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 AAR AIRCRAFT SERVICES, INC.	D Employer Identification Number (EIN) 90-0168563

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)

THE VANGUARD GROUP, INC.

23-1945930

(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 25 37 52	NONE	3600	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

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
(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

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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>AAR AIRCRAFT SERVICES MIAMI RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AAR AIRCRAFT SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>90-0168563</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	361018	554714
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	358910	502292
	(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)	6672687	8133933
	(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	7392615	9190939

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7392615	9190939
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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)	690218	
(B) Participants	2a(1)(B)	948505	
(C) Others (including rollovers)	2a(1)(C)	135074	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1773797
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)	18653	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		18653
(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)	140734	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		140734
(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
(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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		482037
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2415221

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	476168	
(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)		476168
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	540	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		540
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		476708

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1938513
l Transfers of assets:			
(1) To this plan.....	2l(1)		87938
(2) From this plan	2l(2)		228127

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: MCGLADREY LLP

(2) EIN: 42-0714325

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?.....	X		2500000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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	
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

5b(1) Name of plan(s)

AAR CORP. RETIREMENT SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
36-2334820	001

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>AAR AIRCRAFT SERVICES MIAMI RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AAR AIRCRAFT SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>90-0168563</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>23-2186884</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

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

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

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

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

AAR Aircraft Services Miami Retirement Savings Plan

Financial Report
December 31, 2012

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Independent Auditor's Report

To the Retirement Plan Administrative Committee
AAR Aircraft Services Miami Retirement Savings Plan
Wood Dale, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of AAR Aircraft Services Miami Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 3, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule, schedule of assets (held at end of year), as of December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The image shows a handwritten signature in black ink that reads "McGladrey LLP". The signature is written in a cursive, flowing style.

Schaumburg, Illinois
October 7, 2013

AAR Aircraft Services Miami Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets		
Investments at fair value:		
Registered investment company securities	\$ 8,133,933	\$ 6,672,687
Receivables:		
Company contributions	554,714	361,018
Notes receivable from participants	503,458	360,076
	1,058,172	721,094
Net assets available for benefits, at fair value	\$ 9,192,105	\$ 7,393,781

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

AAR Aircraft Services Miami Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2012
Additions to net assets attributed to:	
Investment income:	
Interest and dividends	\$ 140,734
Net appreciation in fair value of investments	482,037
	<u>622,771</u>
Interest income on notes receivable from participants	<u>18,653</u>
Contributions:	
Participants	948,505
Company	690,218
Rollovers	135,074
	<u>1,773,797</u>
Total additions	<u>2,415,221</u>
Deductions from net assets attributed to:	
Benefits paid to participants	476,168
Administrative expense	540
	<u>476,708</u>
Total deductions	<u>476,708</u>
Net increase before transfers	1,938,513
Transfers-in	87,938
Transfers-out	<u>(228,127)</u>
Net increase	1,798,324
Net assets available for benefits:	
Beginning of year	<u>7,393,781</u>
End of year	<u><u>\$ 9,192,105</u></u>

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

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 1. Plan Description

The following description of AAR Aircraft Services Miami Retirement Savings 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, as amended and restated, provides for employee contributions under the provisions of Section 401(k) of the Internal Revenue Code (“Code”) and covers employees of AAR Aircraft Services, Inc., Miami location (the “Company”), a subsidiary of AAR Corp. (the “Parent Company”). Under the Plan’s provisions, employees are eligible, as determined under the Plan document, to participate in the Plan as of the first day of employment. Participation in the Plan is voluntary. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions: Each year, participants may contribute a specific percentage of pre-tax annual compensation, as defined by the Plan, subject to annual limits as permitted under the Code. Participants may also roll over amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions (limited to \$5,500 in 2012).

All Company contributions, subject to certain limitations, are available for withdrawal before retirement or termination of employment. The participants are permitted to borrow from their account with limitations. Participants should refer to the Plan document for more complete information, which may be obtained from the Company.

Investment options: The participants elect to have contributions invested in one or more of the following investment options:

Vanguard 500 Index Fund: Seeks to provide long-term growth of capital and income from dividends by holding all of the 500 stocks that make up the unmanaged Standard & Poor’s 500 Composite Stock Price Index, a widely recognized benchmark of U.S. stock market performance.

Vanguard GNMA Fund: Seeks to provide a high and sustainable level of interest income by investing in a broad range of mortgage-backed securities issued by the Government National Mortgage Association (“GNMA”), an agency of the U.S. government.

Vanguard International Growth Fund: Seeks to provide long-term growth of capital by investing in stocks of high-quality, seasoned companies based outside the United States. Stocks are selected from more than 15 countries.

Vanguard Long-Term Investment-Grade Fund: Seeks to provide a high and sustainable level of interest income by investing primarily in a diversified group of long-term bonds issued by corporations with strong credit ratings.

Vanguard Mid-Cap Index Fund: Seeks long-term growth of capital by holding all of the stocks in the unmanaged Standard & Poor’s MidCap 400 Index in approximately the same proportions as those stocks are represented in the index.

Vanguard Prime Money Market Fund: Seeks to provide high income and a stable share price of \$1 by investing in short-term, high-quality money market instruments issued by financial institutions, non-financial corporations, the U.S. government, and federal agencies.

Vanguard Small-Cap Index Fund: Seeks to provide long-term growth of capital by investing in a sample of stocks in the Russell 2000 Index, an unmanaged index of smaller companies.

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 1. Plan Description (Continued)

Vanguard Target Retirement Funds: Seeks to provide an efficient and well-diversified portfolio that automatically becomes more conservative as retirement date approaches by investing in some or in all of seven Vanguard funds – a domestic stock market index fund, a European stock market index fund, an Asian stock market index fund, an emerging market stock market index fund, a bond market index fund, an inflation-protected securities fund and a money market fund.

Vanguard Total Bond Market Index Fund: Seeks to provide a high and suitable level of interest income by investing in a broad-range of Treasury, federal agency mortgage-backed and investment-grade corporate securities.

Vanguard U.S. Growth Fund: Seeks to provide long-term growth of capital by investing in large, high-quality, seasoned U.S. companies with records of exceptional growth and above-average prospects for future growth.

Vanguard Wellington Fund: Seeks to provide income and long-term growth of capital without undue risk to capital by investing about 65 percent of its assets in stocks and the remaining 35 percent in bonds.

Vanguard Windsor Fund: Seeks to provide long-term growth of capital and income by investing in stocks believed to be undervalued by the market. It focuses on stocks selling at prices that seem low in relation to such factors as past earnings, potential growth and dividend payments.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their non-forfeitable account balance, whichever is less. Interest is charged at an annual rate of 1 percent above the federal prime rate in effect on the first business day of the month of loan issuance. The loan period can be a maximum of five years (fifteen years for purchase of a home). The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25 percent to 9.25 percent. Principal and interest are paid ratably through bi-weekly payroll deductions.

Participants' accounts: Each participant's account is credited with the participant's contributions and Company matching contribution and allocations of (a) the Company's discretionary contribution, (b) Plan earnings, offset by an investment administrative charge, and (c) retirement contributions. Allocations are based on participant earnings or account balances or compensation, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Administration: Day-to-day administration of the Plan is the responsibility of the Retirement Plan Administrative Committee ("the Administrative Committee") comprised of at least three senior officers of the Parent Company. The Committee members are appointed by the Board of Directors. Investment policy and investment activities are the responsibility of the Retirement Plan Investment Committee consisting of at least three senior officers of the Parent Company appointed by the Board of Directors.

The Vanguard Fiduciary Trust Company ("Vanguard") provides assistance in plan administration. Vanguard, as custodian and investment manager, performs administrative and recordkeeping services for the Plan in addition to coordinating the activities of the mutual funds.

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 1. Plan Description (Continued)

Vesting and benefits: Upon becoming eligible to participate in the Plan, employees have a non-forfeitable right to the portion of their account balance attributable to participant contributions, asset transfers/rollovers plus the related earnings or losses. The portion of the participant's account balance attributable to Company contributions plus related earnings or losses is subject to the following vesting schedule:

Years of Service	Vested Percentage	Forfeited Percentage
Less than one year	0%	100%
One year	33%	67%
Two years	67%	33%
Three years	100%	0%

In-service distributions, such as loans and hardships, are permitted within certain restrictions.

At retirement, participants are paid their entire account balance in a lump-sum or in equal installments over a period of not more than 15 years.

Funding policy: The Plan is funded by contributions from participants and the Company. The Company matches 20 percent of the employees' elected deferrals up to 5 percent of compensation, not to exceed the maximum allowable as a deduction under the provisions of Section 404 of the Code of 1986, as amended. The Company may, at its discretion, contribute additional profit sharing contributions to the Plan.

Forfeited accounts: At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$6,674 and \$0, respectively. The Plan document provides for these accounts to be used to reduce future Company contributions. During the year ended December 31, 2012, there were no reductions of Company contributions from forfeited nonvested accounts.

Note 2. Significant Accounting Policies

Basis of accounting: The accompanying financial statements are prepared on the accrual basis of accounting.

Investment valuation and income recognition: 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. The investment committee determines the Plan's valuations policies utilizing information provided by its investment advisors and custodian. See Note 4 for discussion of fair value measurements.

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

Use of estimates: These financial statements are prepared in accordance with accounting principles generally accepted in the United States of America that require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of additions and deductions during the reporting periods. Actual results could be materially different from those estimates.

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

Payment of benefits: Benefits are recorded when paid.

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 2. Significant Accounting Policies (Continued)

Administrative expenses: Administrative expenses are paid by the Company and, accordingly, are not reflected in the accompanying financial statements.

Note 3. Information Certified and Provided by Vanguard

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Vanguard, the trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Vanguard that information provided to the Plan Administrator by Vanguard related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets:

The following information was certified by Vanguard:

	December 31,	
	2012	2011
Registered investment company securities	\$ 8,133,933	\$ 6,672,687
Notes receivable from participants	503,458	360,076
Net appreciation in fair value of investments	482,037	
Interest and dividends	140,734	
Interest income on notes receivable from participants	18,653	

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 4. Fair Value Measurements

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2012 and 2011:

		2012			
		Level 1 (1)	Level 2 (2)	Level 3 (3)	Total
Registered investment company securities:					
International funds	\$	520,910	\$ -	\$ -	\$ 520,910
Equity fund		3,393,937	-	-	3,393,937
Balanced funds		1,980,782	-	-	1,980,782
Fixed income funds		478,144	-	-	478,144
Money market		1,760,160	-	-	1,760,160
Investments at fair value	\$	8,133,933	\$ -	\$ -	\$ 8,133,933
		2011			
		Level 1 (1)	Level 2 (2)	Level 3 (3)	Total
Registered investment company securities:					
International funds	\$	448,655	\$ -	\$ -	\$ 448,655
Equity fund		2,914,403	-	-	2,914,403
Balanced funds		1,105,764	-	-	1,105,764
Fixed income funds		518,419	-	-	518,419
Money market		1,685,446	-	-	1,685,446
Investments at fair value	\$	6,672,687	\$ -	\$ -	\$ 6,672,687

⁽¹⁾ Quoted prices in active markets for identical assets that we have the ability to access as of the reporting date.

⁽²⁾ Inputs other than quoted prices included within Level 1 that are directly observable for the asset or indirectly observable through corroboration with observable market data.

⁽³⁾ Unobservable inputs, such as internally developed pricing models or third party valuations for the asset due to little or no market activity for the asset.

Valuation Techniques Used to Determine Fair Value

Registered investment company securities: Registered investment company securities are investment funds maintained by investment companies that hold certain investments in accordance with a stated set of fund objectives. These funds are valued daily based on quoted prices in active markets and are categorized as Level 1.

Change in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012 and December 31, 2011, there were no transfers in or out of Levels 1, 2 or 3.

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 5. Investments

The following table presents the fair value of investments representing 5 percent or more of the of the Plan's net assets as of December 31, 2012 and 2011.

	2012	2011
Shares of registered investment companies:		
Vanguard Prime Money Market	\$ 1,760,160	\$ 1,685,446
Vanguard 500 Index	1,540,132	1,240,500
Vanguard Wellington Fund	1,106,099	956,557
Vanguard Mid-Cap Index Fund	617,616	644,749
Vanguard U.S. Growth Fund	689,808	597,860
Vanguard International Growth Fund	520,910	448,655

During 2012, the Plan's investments in shares of registered investment companies, including investments bought, sold and held during the year, appreciated in value by \$482,037.

Note 6. Related-Party Transactions

Certain Plan investments are shares of registered investment companies managed by an affiliate of Vanguard. Any purchases and sales of these funds are open market transactions at fair market value. Vanguard is the trustee as defined by the Plan and, therefore, these qualify as party-in-interest transactions. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA. In addition, certain administrative functions are performed by employees of the Company for which no compensation is received from the Plan.

Note 7. Tax Status of the Plan

The Plan is not required to file for a determination letter with the Internal Revenue Service at this time. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of Section 401(a) of the Code. Therefore, the Plan is exempt from federal income taxes under Section 501(a) of the Code and no provision for income taxes has been included in the Plan's financial statements.

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 be sustained upon examination by the U.S. federal, state, or local tax authorities. 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 2009.

Note 8. Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time. Termination must have the approval of the Company's Board of Directors. In the event of termination of the Plan, the trust fund assets are appraised and each participant would become 100 percent vested in their Company contribution portion of their account as of the termination date.

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 9. Risks and Uncertainties

Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in these risks in the near term could materially affect investment account balances and the amounts reported in the statements of net assets available for benefits.

Note 10. Reconciliation of Financial Statements to Form 5500

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

	2012	2011
Net assets available for benefits per the financial statements	\$ 9,192,105	\$ 7,393,781
Participant notes in default	(1,166)	(1,166)
Net assets available for benefits per the Form 5500	<u>\$ 9,190,939</u>	<u>\$ 7,392,615</u>

Note 11. Subsequent Events

The Plan has evaluated subsequent events through October 7, 2013 the date the financial statements were available to be issued.

AAR Aircraft Services Miami Retirement Savings Plan

EIN: 90-0168563

Plan Number: 001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

As of December 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Registered investment company securities:		
*	Vanguard Fiduciary Trust Company	Vanguard 500 Index	**	\$ 1,540,132
*	Vanguard Fiduciary Trust Company	Vanguard GNMA	**	57,294
*	Vanguard Fiduciary Trust Company	Vanguard International Growth Fund	**	520,910
*	Vanguard Fiduciary Trust Company	Vanguard LT Inv Grade	**	157,545
*	Vanguard Fiduciary Trust Company	Vanguard Mid-Cap Index	**	617,616
*	Vanguard Fiduciary Trust Company	Vanguard Prime Money Market	**	1,760,160
*	Vanguard Fiduciary Trust Company	Vanguard Sm-Cap Index	**	428,942
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2015	**	137,478
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2020	**	201,164
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2025	**	179,353
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2030	**	130,460
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2035	**	66,444
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2040	**	26,731
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2045	**	57,375
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2050	**	36,086
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2055	**	36,410
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2060	**	450
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement	**	2,732
*	Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Index	**	263,305
*	Vanguard Fiduciary Trust Company	Vanguard U.S. GrowthFund	**	689,808
*	Vanguard Fiduciary Trust Company	Vanguard Wellington Fund	**	1,106,099
*	Vanguard Fiduciary Trust Company	Vanguard Windsor Fund	**	117,439
				<u>8,133,933</u>
		Notes receivables from participants		
*	Participant	(interest rates range from 4.25% to 9.25%)	**	<u>503,458</u>
	Total assets held for investment purposes			<u>\$ 8,637,391</u>

* Party-in-interest

** Cost information is not required for participant-directed investments.

AAR Aircraft Services Miami Retirement Savings Plan

EIN: 90-0168563

Plan No: 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

As of December 31, 2012

The required Schedule of Assets and/or Schedule of Reportable Transactions is/are included in the Accountant's audit report attachment.

AAR Aircraft Services Miami Retirement Savings Plan

Financial Report
December 31, 2012

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Independent Auditor's Report

To the Retirement Plan Administrative Committee
AAR Aircraft Services Miami Retirement Savings Plan
Wood Dale, Illinois

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of AAR Aircraft Services Miami Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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 3, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule, schedule of assets (held at end of year), as of December 31, 2012, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "McGladrey LLP".

Schaumburg, Illinois
October 7, 2013

AAR Aircraft Services Miami Retirement Savings Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets		
Investments at fair value:		
Registered investment company securities	\$ 8,133,933	\$ 6,672,687
Receivables:		
Company contributions	554,714	361,018
Notes receivable from participants	503,458	360,076
	1,058,172	721,094
Net assets available for benefits, at fair value	\$ 9,192,105	\$ 7,393,781

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

AAR Aircraft Services Miami Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

	Year Ended December 31, 2012
Additions to net assets attributed to:	
Investment income:	
Interest and dividends	\$ 140,734
Net appreciation in fair value of investments	482,037
	<u>622,771</u>
Interest income on notes receivable from participants	<u>18,653</u>
Contributions:	
Participants	948,505
Company	690,218
Rollovers	135,074
	<u>1,773,797</u>
Total additions	<u>2,415,221</u>
Deductions from net assets attributed to:	
Benefits paid to participants	476,168
Administrative expense	540
	<u>476,708</u>
Total deductions	<u>476,708</u>
Net increase before transfers	1,938,513
Transfers-in	87,938
Transfers-out	<u>(228,127)</u>
Net increase	1,798,324
Net assets available for benefits:	
Beginning of year	<u>7,393,781</u>
End of year	<u><u>\$ 9,192,105</u></u>

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

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 1. Plan Description

The following description of AAR Aircraft Services Miami Retirement Savings 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, as amended and restated, provides for employee contributions under the provisions of Section 401(k) of the Internal Revenue Code (“Code”) and covers employees of AAR Aircraft Services, Inc., Miami location (the “Company”), a subsidiary of AAR Corp. (the “Parent Company”). Under the Plan’s provisions, employees are eligible, as determined under the Plan document, to participate in the Plan as of the first day of employment. Participation in the Plan is voluntary. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions: Each year, participants may contribute a specific percentage of pre-tax annual compensation, as defined by the Plan, subject to annual limits as permitted under the Code. Participants may also roll over amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions (limited to \$5,500 in 2012).

All Company contributions, subject to certain limitations, are available for withdrawal before retirement or termination of employment. The participants are permitted to borrow from their account with limitations. Participants should refer to the Plan document for more complete information, which may be obtained from the Company.

Investment options: The participants elect to have contributions invested in one or more of the following investment options:

Vanguard 500 Index Fund: Seeks to provide long-term growth of capital and income from dividends by holding all of the 500 stocks that make up the unmanaged Standard & Poor’s 500 Composite Stock Price Index, a widely recognized benchmark of U.S. stock market performance.

Vanguard GNMA Fund: Seeks to provide a high and sustainable level of interest income by investing in a broad range of mortgage-backed securities issued by the Government National Mortgage Association (“GNMA”), an agency of the U.S. government.

Vanguard International Growth Fund: Seeks to provide long-term growth of capital by investing in stocks of high-quality, seasoned companies based outside the United States. Stocks are selected from more than 15 countries.

Vanguard Long-Term Investment-Grade Fund: Seeks to provide a high and sustainable level of interest income by investing primarily in a diversified group of long-term bonds issued by corporations with strong credit ratings.

Vanguard Mid-Cap Index Fund: Seeks long-term growth of capital by holding all of the stocks in the unmanaged Standard & Poor’s MidCap 400 Index in approximately the same proportions as those stocks are represented in the index.

Vanguard Prime Money Market Fund: Seeks to provide high income and a stable share price of \$1 by investing in short-term, high-quality money market instruments issued by financial institutions, non-financial corporations, the U.S. government, and federal agencies.

Vanguard Small-Cap Index Fund: Seeks to provide long-term growth of capital by investing in a sample of stocks in the Russell 2000 Index, an unmanaged index of smaller companies.

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 1. Plan Description (Continued)

Vanguard Target Retirement Funds: Seeks to provide an efficient and well-diversified portfolio that automatically becomes more conservative as retirement date approaches by investing in some or in all of seven Vanguard funds – a domestic stock market index fund, a European stock market index fund, an Asian stock market index fund, an emerging market stock market index fund, a bond market index fund, an inflation-protected securities fund and a money market fund.

Vanguard Total Bond Market Index Fund: Seeks to provide a high and suitable level of interest income by investing in a broad-range of Treasury, federal agency mortgage-backed and investment-grade corporate securities.

Vanguard U.S. Growth Fund: Seeks to provide long-term growth of capital by investing in large, high-quality, seasoned U.S. companies with records of exceptional growth and above-average prospects for future growth.

Vanguard Wellington Fund: Seeks to provide income and long-term growth of capital without undue risk to capital by investing about 65 percent of its assets in stocks and the remaining 35 percent in bonds.

Vanguard Windsor Fund: Seeks to provide long-term growth of capital and income by investing in stocks believed to be undervalued by the market. It focuses on stocks selling at prices that seem low in relation to such factors as past earnings, potential growth and dividend payments.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their non-forfeitable account balance, whichever is less. Interest is charged at an annual rate of 1 percent above the federal prime rate in effect on the first business day of the month of loan issuance. The loan period can be a maximum of five years (fifteen years for purchase of a home). The loans are secured by the balance in the participant's account and bear interest at rates ranging from 4.25 percent to 9.25 percent. Principal and interest are paid ratably through bi-weekly payroll deductions.

Participants' accounts: Each participant's account is credited with the participant's contributions and Company matching contribution and allocations of (a) the Company's discretionary contribution, (b) Plan earnings, offset by an investment administrative charge, and (c) retirement contributions. Allocations are based on participant earnings or account balances or compensation, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Administration: Day-to-day administration of the Plan is the responsibility of the Retirement Plan Administrative Committee ("the Administrative Committee") comprised of at least three senior officers of the Parent Company. The Committee members are appointed by the Board of Directors. Investment policy and investment activities are the responsibility of the Retirement Plan Investment Committee consisting of at least three senior officers of the Parent Company appointed by the Board of Directors.

The Vanguard Fiduciary Trust Company ("Vanguard") provides assistance in plan administration. Vanguard, as custodian and investment manager, performs administrative and recordkeeping services for the Plan in addition to coordinating the activities of the mutual funds.

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 1. Plan Description (Continued)

Vesting and benefits: Upon becoming eligible to participate in the Plan, employees have a non-forfeitable right to the portion of their account balance attributable to participant contributions, asset transfers/rollovers plus the related earnings or losses. The portion of the participant's account balance attributable to Company contributions plus related earnings or losses is subject to the following vesting schedule:

Years of Service	Vested Percentage	Forfeited Percentage
Less than one year	0%	100%
One year	33%	67%
Two years	67%	33%
Three years	100%	0%

In-service distributions, such as loans and hardships, are permitted within certain restrictions.

At retirement, participants are paid their entire account balance in a lump-sum or in equal installments over a period of not more than 15 years.

Funding policy: The Plan is funded by contributions from participants and the Company. The Company matches 20 percent of the employees' elected deferrals up to 5 percent of compensation, not to exceed the maximum allowable as a deduction under the provisions of Section 404 of the Code of 1986, as amended. The Company may, at its discretion, contribute additional profit sharing contributions to the Plan.

Forfeited accounts: At December 31, 2012 and 2011, forfeited nonvested accounts totaled \$6,674 and \$0, respectively. The Plan document provides for these accounts to be used to reduce future Company contributions. During the year ended December 31, 2012, there were no reductions of Company contributions from forfeited nonvested accounts.

Note 2. Significant Accounting Policies

Basis of accounting: The accompanying financial statements are prepared on the accrual basis of accounting.

Investment valuation and income recognition: 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. The investment committee determines the Plan's valuations policies utilizing information provided by its investment advisors and custodian. See Note 4 for discussion of fair value measurements.

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

Use of estimates: These financial statements are prepared in accordance with accounting principles generally accepted in the United States of America that require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of additions and deductions during the reporting periods. Actual results could be materially different from those estimates.

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

Payment of benefits: Benefits are recorded when paid.

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 2. Significant Accounting Policies (Continued)

Administrative expenses: Administrative expenses are paid by the Company and, accordingly, are not reflected in the accompanying financial statements.

Note 3. Information Certified and Provided by Vanguard

The following is a summary of the Plan's asset information as of December 31, 2012 and 2011, and for the year ended December 31, 2012, included throughout the Plan's financial statements and supplemental schedule, that was prepared by or derived from information provided by Vanguard, the trustee, and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from Vanguard that information provided to the Plan Administrator by Vanguard related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets:

The following information was certified by Vanguard:

	December 31,	
	2012	2011
Registered investment company securities	\$ 8,133,933	\$ 6,672,687
Notes receivable from participants	503,458	360,076
Net appreciation in fair value of investments	482,037	
Interest and dividends	140,734	
Interest income on notes receivable from participants	18,653	

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 4. Fair Value Measurements

The following tables set forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2012 and 2011:

		2012			
		Level 1 (1)	Level 2 (2)	Level 3 (3)	Total
Registered investment company securities:					
International funds	\$	520,910	\$ -	\$ -	\$ 520,910
Equity fund		3,393,937	-	-	3,393,937
Balanced funds		1,980,782	-	-	1,980,782
Fixed income funds		478,144	-	-	478,144
Money market		1,760,160	-	-	1,760,160
Investments at fair value		\$ 8,133,933	\$ -	\$ -	\$ 8,133,933
		2011			
		Level 1 (1)	Level 2 (2)	Level 3 (3)	Total
Registered investment company securities:					
International funds	\$	448,655	\$ -	\$ -	\$ 448,655
Equity fund		2,914,403	-	-	2,914,403
Balanced funds		1,105,764	-	-	1,105,764
Fixed income funds		518,419	-	-	518,419
Money market		1,685,446	-	-	1,685,446
Investments at fair value		\$ 6,672,687	\$ -	\$ -	\$ 6,672,687

⁽¹⁾ Quoted prices in active markets for identical assets that we have the ability to access as of the reporting date.

⁽²⁾ Inputs other than quoted prices included within Level 1 that are directly observable for the asset or indirectly observable through corroboration with observable market data.

⁽³⁾ Unobservable inputs, such as internally developed pricing models or third party valuations for the asset due to little or no market activity for the asset.

Valuation Techniques Used to Determine Fair Value

Registered investment company securities: Registered investment company securities are investment funds maintained by investment companies that hold certain investments in accordance with a stated set of fund objectives. These funds are valued daily based on quoted prices in active markets and are categorized as Level 1.

Change in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012 and December 31, 2011, there were no transfers in or out of Levels 1, 2 or 3.

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 5. Investments

The following table presents the fair value of investments representing 5 percent or more of the of the Plan's net assets as of December 31, 2012 and 2011.

	2012	2011
Shares of registered investment companies:		
Vanguard Prime Money Market	\$ 1,760,160	\$ 1,685,446
Vanguard 500 Index	1,540,132	1,240,500
Vanguard Wellington Fund	1,106,099	956,557
Vanguard Mid-Cap Index Fund	617,616	644,749
Vanguard U.S. Growth Fund	689,808	597,860
Vanguard International Growth Fund	520,910	448,655

During 2012, the Plan's investments in shares of registered investment companies, including investments bought, sold and held during the year, appreciated in value by \$482,037.

Note 6. Related-Party Transactions

Certain Plan investments are shares of registered investment companies managed by an affiliate of Vanguard. Any purchases and sales of these funds are open market transactions at fair market value. Vanguard is the trustee as defined by the Plan and, therefore, these qualify as party-in-interest transactions. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA. In addition, certain administrative functions are performed by employees of the Company for which no compensation is received from the Plan.

Note 7. Tax Status of the Plan

The Plan is not required to file for a determination letter with the Internal Revenue Service at this time. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of Section 401(a) of the Code. Therefore, the Plan is exempt from federal income taxes under Section 501(a) of the Code and no provision for income taxes has been included in the Plan's financial statements.

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 be sustained upon examination by the U.S. federal, state, or local tax authorities. 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 2009.

Note 8. Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time. Termination must have the approval of the Company's Board of Directors. In the event of termination of the Plan, the trust fund assets are appraised and each participant would become 100 percent vested in their Company contribution portion of their account as of the termination date.

AAR Aircraft Services Miami Retirement Savings Plan

Notes to Financial Statements

Note 9. Risks and Uncertainties

Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in these risks in the near term could materially affect investment account balances and the amounts reported in the statements of net assets available for benefits.

Note 10. Reconciliation of Financial Statements to Form 5500

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

	2012	2011
Net assets available for benefits per the financial statements	\$ 9,192,105	\$ 7,393,781
Participant notes in default	(1,166)	(1,166)
Net assets available for benefits per the Form 5500	<u>\$ 9,190,939</u>	<u>\$ 7,392,615</u>

Note 11. Subsequent Events

The Plan has evaluated subsequent events through October 7, 2013 the date the financial statements were available to be issued.

AAR Aircraft Services Miami Retirement Savings Plan

EIN: 90-0168563

Plan Number: 001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

As of December 31, 2012

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
		Registered investment company securities:		
*	Vanguard Fiduciary Trust Company	Vanguard 500 Index	**	\$ 1,540,132
*	Vanguard Fiduciary Trust Company	Vanguard GNMA	**	57,294
*	Vanguard Fiduciary Trust Company	Vanguard International Growth Fund	**	520,910
*	Vanguard Fiduciary Trust Company	Vanguard LT Inv Grade	**	157,545
*	Vanguard Fiduciary Trust Company	Vanguard Mid-Cap Index	**	617,616
*	Vanguard Fiduciary Trust Company	Vanguard Prime Money Market	**	1,760,160
*	Vanguard Fiduciary Trust Company	Vanguard Sm-Cap Index	**	428,942
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2015	**	137,478
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*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2025	**	179,353
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*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement 2060	**	450
*	Vanguard Fiduciary Trust Company	Vanguard Target Retirement	**	2,732
*	Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Index	**	263,305
*	Vanguard Fiduciary Trust Company	Vanguard U.S. GrowthFund	**	689,808
*	Vanguard Fiduciary Trust Company	Vanguard Wellington Fund	**	1,106,099
*	Vanguard Fiduciary Trust Company	Vanguard Windsor Fund	**	117,439
				<u>8,133,933</u>
		Notes receivables from participants		
*	Participant	(interest rates range from 4.25% to 9.25%)	**	<u>503,458</u>
	Total assets held for investment purposes			<u>\$ 8,637,391</u>

* Party-in-interest

** Cost information is not required for participant-directed investments.