

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>UNITED LAUNCH ALLIANCE PENSION PLAN FOR HOURLY REPRESENTED EMPLOYEES</u>	1b Three-digit plan number (PN) ► <u>003</u> 1c Effective date of plan <u>05/02/1994</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>UNITED LAUNCH ALLIANCE</u> <u>9501 E PANORAMA CIR</u> <u>CENTENNIAL, CO 80112</u>	2b Employer Identification Number (EIN) <u>81-0673845</u> 2c Sponsor's telephone number <u>720-922-7100</u> 2d Business code (see instructions) <u>336410</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	MICHAEL COOPER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
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 2413
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	980
b Retired or separated participants receiving benefits.....	6b	561
c Other retired or separated participants entitled to future benefits.....	6c	882
d Subtotal. Add lines 6a , 6b , and 6c	6d	2423
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	58
f Total. Add lines 6d and 6e	6f	2481
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	9
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: 1B 1G		
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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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

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

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

A Name of plan <u>UNITED LAUNCH ALLIANCE PENSION PLAN FOR HOURLY REPRESENTED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>UNITED LAUNCH ALLIANCE</u>	D Employer Identification Number (EIN) <u>81-0673845</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>155188539</u>
b Actuarial value	2b <u>149738986</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>563</u> <u>34905134</u>
b For terminated vested participants.....	3b <u>949</u> <u>26104008</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>11499144</u>
(2) Vested benefits.....	3c(2) <u>56207301</u>
(3) Total active	3c(3) <u>901</u> <u>67706445</u>
d Total	3d <u>2413</u> <u>128715587</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>7.08 %</u>
6 Target normal cost.....	6 <u>4756322</u>

Statement by Enrolled Actuary

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

SIGN HERE	
Signature of actuary <u>BENJAMIN R.BERGESON</u>	Date <u>11-06849</u>
Type or print name of actuary <u>HEWITT ASSOCIATES LLC</u>	Most recent enrollment number <u>704-343-4100</u>
Firm name <u>1111 METROPOLITAN AVENUE</u> <u>SUTIE 400</u> <u>CHARLOTTE, NC 28204</u>	Telephone number (including area code)
Address of the firm	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	13028690	13027619
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	2311490	3943786
9 Amount remaining (line 7 minus line 8)	10717200	9083833
10 Interest on line 9 using prior year's actual return of <u>9.25</u> %	991333	823773
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>5.99</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	700000	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	11008533	9907606

Part III Funding Percentages		
14 Funding target attainment percentage	14	100.08 %
15 Adjusted funding target attainment percentage	15	116.33 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	95.87 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(4) 4th
0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	4756322	
b Excess assets, if applicable, but not greater than line 31a	31b	107260	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	4649062	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	4649062	0	4649062
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>UNITED LAUNCH ALLIANCE PENSION PLAN FOR HOURLY REPRESENTED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED LAUNCH ALLIANCE</u>	D Employer Identification Number (EIN) <u>81-0673845</u>

Part I Service Provider Information (see instructions)

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)

XEROX HR SOLUTIONS

04-3609848

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 38	NONE	253008	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ANTON COLLINS MITCHELL

23-1612976

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	NONE	13675	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GRANT THORNTON

36-6055558

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	122583	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

HEWITT ASSOICATES

47-0851756

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 17	NONE	69139	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

HEWITT ENNICKNUPP

36-3109431

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 27	NONE	36259	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHERN TRUST COMPANY

36-1561860

(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	NONE	16740	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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2012</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

<p>A Name of plan <u>UNITED LAUNCH ALLIANCE PENSION PLAN FOR HOURLY REPRESENTED EMPLOYEES</u></p>	<p>B Three-digit plan number (PN) ▶ <u>003</u></p>	
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>UNITED LAUNCH ALLIANCE</u></p>	<p>D Employer Identification Number (EIN) <u>81-0673845</u></p>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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<p>a Name of MTIA, CCT, PSA, or 103-12 IE: <u>UNITED LAUNCH ALLIANCE MASTER PENSI</u></p>		
<p>b Name of sponsor of entity listed in (a): <u>UNITED LAUNCH ALLIANCE</u></p>		
<p>c EIN-PN <u>43-6931304-007</u></p>	<p>d Entity code <u>M</u></p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>171894626</u></p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>
<p>a Name of MTIA, CCT, PSA, or 103-12 IE:</p>		
<p>b Name of sponsor of entity listed in (a):</p>		
<p>c EIN-PN</p>	<p>d Entity code</p>	<p>e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)</p>

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

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 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 UNITED LAUNCH ALLIANCE PENSION PLAN FOR HOURLY REPRESENTED EMPLOYEES	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 UNITED LAUNCH ALLIANCE	D Employer Identification Number (EIN) 81-0673845	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(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)	155301320	171894626
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	155301320	171894626

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	112781	38051
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	112781	38051

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	155188539	171856575
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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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(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)		21520982
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		21520982

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4273616	
(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)		4273616
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)	579330	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		579330
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4852946

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		16668036
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: GRANT THORNTON

(2) EIN: 36-6055558

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 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	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

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>UNITED LAUNCH ALLIANCE PENSION PLAN FOR HOURLY REPRESENTED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED LAUNCH ALLIANCE</u>	D Employer Identification Number (EIN) <u>81-0673845</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>36-1561860</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>11</u>

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

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.
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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: 44% Investment-Grade Debt: 52% High-Yield Debt: _____% Real Estate: 1% Other: 3%

- 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): _____

United Launch Alliance Pension Plan for Hourly Represented Employees

Financial Statements

**As of December 31, 2012 and 2011
and for the Year Ended December 31, 2012**

United Launch Alliance Pension Plan for Hourly Represented Employees

Financial Statements

As of December 31, 2012 and 2011,
and for the Year Ended December 31, 2012

Contents

Report of Independent Certified Public Accountants	1
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Statement of Changes in Net Assets Available for Benefits	4
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Report of Independent Certified Public Accountants

The United Launch Alliance Administrative Committee:

Report on the financial statements

We were engaged to audit the accompanying financial statements of the United Launch Alliance Pension Plan for Hourly Represented Employees (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 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 certified information described in Note 4, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the year ended December 31, 2012, stating that the certified information provided to the Plan administrator 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.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements, other than that derived from the certified information described in Note 4, 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.

Grant Thornton LLP

Denver, Colorado

October 4, 2013

United Launch Alliance Pension Plan for Hourly Represented Employees

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets:		
Investments:		
Interest in ULA Master Trust, at fair value	<u>\$ 171,894,626</u>	<u>\$ 97,958,231</u>
Total assets	171,894,626	97,958,231
Liabilities:		
Accrued expenses	<u>(38,051)</u>	<u>(39,234)</u>
Net assets available for benefits	<u>\$ 171,856,575</u>	<u>\$ 97,918,997</u>

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

United Launch Alliance Pension Plan for Hourly Represented Employees

Statement of Changes in Net Assets Available for Benefits

	<u>Year Ended December 31, 2012</u>
Additions to (deductions from) net assets attributed to:	
Plan mergers in (Note 1)	\$ 57,269,542
Plan's interest in ULA Master Trust investment	21,520,982
Benefit payments	(4,273,616)
Administrative expenses	<u>(579,330)</u>
Net increase	73,937,578
 Net assets available for benefits at beginning of year	 <u>97,918,997</u>
Net assets available for benefits at end of year	<u><u>\$ 171,856,575</u></u>

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

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements

1. Plan Description

The following description of the United Launch Alliance Pension Plan for Hourly Represented Employees (formerly, United Launch Alliance Retirement Plan for Employees in the Bargaining Units of the Space Systems Group) (the “Plan”) provides only general information. Participants should refer to the Summary Plan Description and Plan Document for a more complete description of the Plan’s provisions.

General

The Plan was originally established effective May 2, 1994 covering bargaining unit employees of the Lockheed Martin Space Systems Group who were covered under several collective bargaining agreements. Pursuant to a Joint Venture Agreement dated as of May 2, 2005, by and between The Boeing Corporation and Lockheed Martin Corporation, United Launch Alliance LLC (the “Company”) assumed sponsorship of the Plan effective December 1, 2006 including assuming the assets and liabilities of the Plan.

The Plan is a noncontributory defined benefit pension plan providing retirement benefits to eligible employees of the Company. Eligible employees are hourly employees of the Company as defined in and covered by the applicable Collective Bargaining Agreements in effect between the Company and the respective Unions. Also, all transferred employees, as defined, pursuant to the Joint Venture Agreement, continued to be eligible for the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Plan Mergers

Effective January 1, 2012 the Plan was amended and restated to reflect the merger of the United Launch Alliance Pension Plan for Hourly Employees of the Space Systems Group at Harlingen, the United Launch Alliance Pension Plan for IAM#44 Employees, and the United Launch Alliance Pension Plan for IAM #725 and IUOE 501W Employees with and into this Plan. As all plans participate in the ULA Master Trust, no liquidation of any assets occurred as a result of the merger. Assets and liabilities of \$57,269,542 and accumulated plan benefits of \$43,505,530 were transferred from the merged plans to the Plan as of the merger date. The Plan’s name was changed on January 1, 2012 to the United Launch Alliance Pension Plan for Hourly Represented Employees.

Administration

The United Launch Alliance Administrative Committee is responsible for the oversight of the administration and operation of the Plan. The United Launch Alliance Investment

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (continued)

1. Plan Description (Continued)

Committee establishes, amends and monitors compliance with investment policies, and selects and monitors the trustee, investment managers, and outside investment advisors and consultants to the Plan. The Board of Directors of the Company is responsible for appointing the committees.

The Northern Trust Company (“Northern Trust” or “Trustee”) is the trustee of the United Launch Alliance Master Pension Trust (the “ULA Master Trust”), which is the funding vehicle for the Plan and certain other Company sponsored Plans.

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

Benefits

The Plan provides for retirement benefits based on an amount payable at a selected age and in a selected form and is generally based upon the employee’s accrued benefit. In general, the monthly benefit amount is calculated as a flat dollar rate determined under the effective collective bargaining agreement, multiplied by the number of years of credited service, as defined in the Plan Document, depending on the date of termination or retirement. Normal retirement age is 65. The Plan also provides early retirement benefits at age 55 and other benefits upon meeting certain other conditions. Benefits are payable in the form of a joint and survivor annuity, single life annuity or other optional forms as further described in the Plan Document. Certain death and disability benefits are also available under the Plan if the prescribed criteria are met.

Vesting

Participants become fully vested upon completion of five years of service.

Funding Policy

The Company’s funding policy is to contribute annually an amount so as to meet the minimum funding requirements and as recommended by the Plan’s actuary. No employee contributions are required or permitted. During 2012 and 2011, the Plan met the minimum funding requirements of ERISA. The Company contributed \$0 in contributions for the 2012 or 2011 Plan years.

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (continued)

1. Plan Description (Continued)

Termination of the Plan

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

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Investments in ULA Master Trust and Income Recognition

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

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (Continued)

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

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

Actuarial Present Value of Accumulated Plan Benefits

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

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

The Pension Protection Act of 2006, as amended by the Worker, Retiree and Employer Retiree and Employer Recovery Act of 2008 imposes certain benefit restrictions for qualified defined benefit plans that do not meet certain funding thresholds. A plan's funded percentage is referred to as the Adjusted Funding Target Attainment Percentage ("AFTAP"). The 2012 AFTAP for the Plan is 116.33%. Because the Plan's AFTAP met the required threshold, the Plan is not subject to any benefit restrictions.

Payment of Benefits

Benefits are recorded when paid.

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits

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

	December 31,	
	2012	2011
Actuarial present value of accumulated plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 39,902,773	\$ 28,147,445
Current and terminated employees with vested benefits	76,233,323	40,245,541
Total vested benefits	116,136,096	68,392,986
Non-vested benefits	10,793,896	3,365,907
Total actuarial present value of accumulated plan benefits	<u>\$ 126,929,992</u>	<u>\$ 71,758,893</u>

The following comprises the changes in accumulated plan benefits:

Actuarial present value of accumulated plan benefits as of December 31, 2011	\$ 71,758,893
Increase (decrease) during year attributable to:	
Interest accumulation	9,053,498
Benefit payments	(4,273,616)
Assumption changes	(81,560)
Plan amendments	1,545,492
Benefit accruals and participant experience	5,421,755
Plan mergers	43,505,530
Net change	<u>55,171,099</u>
Actuarial present value of accumulated plan benefits as of December 31, 2012	<u>\$ 126,929,992</u>

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (continued)

3. Accumulated Plan Benefits (Continued)

Significant actuarial assumptions used in the 2012 and 2011 valuations were (a) life expectancy of participants (2013 Static Mortality Table for Annuitants and Nonannuitants for 2012 and 2012 Static Mortality Table for Annuitants and Nonannuitants for 2011), (b) assumed retirement age of 62, and (c) an annual discount rate of 8% in 2012 and 2011. The assumption change noted in the table above is due to the mortality table being updated and the percent married assumption was updated to better reflect recent and anticipated experience.

The Plan was amended to increase certain benefit multipliers effective June 1, 2012.

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

4. Information Certified by the Plan's Trustee

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

- a. Investments as shown in the accompanying Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011
- b. Investment gain as shown in the accompanying Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012
- c. Investment information provided in Note 5 as of December 31, 2012 and 2011, and for the year ended December 31, 2012

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (continued)

5. ULA Master Trust

The Plan had an interest in the ULA Master Trust as of December 31, 2012 and 2011 of approximately 49.6% and 33.3%, respectively. Each participating Plan has an undivided interest in the ULA Master Trust. Investment income and loss and related investment expenses are allocated to the individual participating plans based upon average monthly balances invested by each Plan.

The condensed statements of net assets for the ULA Master Trust as of December 31, 2012 and 2011 are as follows:

	2012	2011
Assets:		
Investments, at fair value:		
Cash and short-term investments	\$ 2,014,537	\$ 2,672,988
Common/collective trusts	106,666,966	143,603,507
Common stocks	31,735,273	27,989,544
Registered investment companies	116,210,790	109,288,124
Limited partnership/private equity	11,648,198	7,566,748
Limited liability company	68,979,338	-
Limited partnership/real estate	9,292,928	3,380,218
	<u>346,548,030</u>	<u>294,501,129</u>
Due from brokers for securities sold	55,489	1,998,707
Investment income receivable	322,877	367,170
Total assets	<u>346,926,396</u>	<u>296,867,006</u>
Liabilities:		
Due to brokers for securities purchased	(298,106)	(2,390,261)
Other payables	(42,915)	-
Accrued investment expenses	(92,899)	(37,606)
Net assets	<u>\$ 346,492,476</u>	<u>\$ 294,439,139</u>

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (continued)

5. ULA Master Trust (Continued)

The following presents the change in net assets and net investment income of the ULA Master Trust for the year ended December 31, 2012:

Investment income (expense):	
Interest and dividends	\$ 5,620,170
Net realized and unrealized appreciation in fair value of investments	36,783,693
Other income	84,769
Investment expense	(376,516)
Total net investment gain	42,112,116
Net transfers	9,941,221
Net increase	52,053,337
Net assets available for benefits at beginning of year	294,439,139
Net assets available for benefits at end of year	<u>\$ 346,492,476</u>

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

	Year Ended December 31, 2012
Common/collective trusts	\$ 13,938,717
Common stocks	2,727,946
Registered investment companies	14,111,496
Limited partnership/private equity	(504,458)
Limited liability company	5,604,338
Real estate	905,654
	<u>\$ 36,783,693</u>

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (continued)

5. ULA Master Trust (Continued)

The following investments represent 5% or more of net assets available for the ULA Master Trust as of December 31, 2012 and 2011:

	2012	2011
PIMCO Long-Term Credit Institutional Fund	\$ 69,869,267	\$ 76,310,168
LGMI Long Duration US Credit Fund	68,979,338	—*
NT Collective Russell 1000 Index Fund- Non-Lending	65,662,895	57,246,406
NT Collective Long-Term Credit Bond Index Fund- Non-Lending	—*	41,165,570
NT Collective Long-Term Government Bond Fund- Non-Lending	32,312,298	35,206,584
Dodge and Cox International Stock Fund	30,841,502	22,599,207

*Not held as of respective year end.

6. Fair Value Measurements and Disclosures

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

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

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

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

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (continued)

6. Fair Value Measurements and Disclosures (Continued)

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

Following is a description of the valuation methodologies used for investments at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

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

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

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

Real Estate and Private Equity: The REIT fund (common collective trust) is valued at the NAV based on the fair value of the underlying investment as determined by the Fund Manager. Real estate and private equity limited partnerships are all calculated by a third party and is based on fair value of underlying investments and ULA Master Trust's share of the partnership. There is little to no market activity to determine the fair value of the investment and a significant degree of judgment is used in determining values. Estimated fair values generally are based on the partner's capital account (which can be one to two quarters in arrears) adjusted for capital contribution or divestiture activity through yearend. The partner capital account, as determined by the terms of the partnership agreement approximates fair value. There are also certain restrictions on the sale of limited partnership interests and these limited partnerships may draw capital over a stated period of time, as stated in the partnership agreements. During the years ended December 31, 2012 and 2011, approximately \$11,200,000 and \$4,390,000, respectively, were funded to these limited partnerships.

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (continued)

6. Fair Value Measurements and Disclosures (Continued)

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

The following table reflects the investments of the ULA Master Trust that are measured and carried at fair value on a recurring basis as of December 31, 2012:

Asset Category	Level 1	Level 2	Level 3	Total Investments at Fair Value
Short-term investments	\$ -	\$ 2,014,537	\$ -	\$ 2,014,537
Total short-term investments ^(a)	-	2,014,537	-	2,014,537
Equities				
Domestic				
Common stocks	31,735,273	-	-	31,735,273
Common/collective trusts	-	65,662,895	-	65,662,895
Total domestic equities ^(b)	31,735,273	65,662,895	-	97,398,168
International				
Registered investment companies	-	46,341,522	-	46,341,522
Total international equities ^(c)	-	46,341,522	-	46,341,522
Total equities	31,735,273	112,004,417	-	143,739,690
Fixed income				
Common/collective trusts	-	32,312,298	-	32,312,298
Limited liability company	-	68,979,338	-	68,979,338
Registered investment companies	-	69,869,268	-	69,869,268
Total fixed income ^(d)	-	171,160,904	-	171,160,904
Real estate				
Common/collective trusts	-	8,691,773	-	8,691,773
Limited partnerships	-	-	9,292,928	9,292,928
Total real estate ^(e)	-	8,691,773	9,292,928	17,984,701
Private equity	-	-	11,648,198	11,648,198
Total private equity ^(e)	-	-	11,648,198	11,648,198
Total fair market value of the ULA Master Trust	\$ 31,735,273	\$ 293,871,631	\$ 20,941,126	\$ 346,548,030

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (continued)

6. Fair Value Measurements and Disclosures (Continued)

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

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

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (continued)

6. Fair Value Measurements and Disclosures (Continued)

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

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (Continued)

6. Fair Value Measurements and Disclosures (Continued)

- e. Real estate investments include a common/collective trust fund which seeks an investment return that approximates as closely as practicable, before expenses, the performance of the FTSE EPRA/NAREIT Global Real Estate Index over the long-term. Investments involve directly or indirectly held securities and other instruments, including other pooled investment vehicles sponsored or managed by, or otherwise affiliated with the commingled fund trustee. Limited partnership funds include investments in core value-add and opportunistic strategies in real estate focusing in geographic regions such as Europe and the U.S. The ULA Master Pension Trust commitments for these funds total \$18,000,000, of which \$7,000,000 is a new commitment which has not been drawn. The common/collective trust fund provides for daily redemption at NAV. The limited partnerships are subject to restrictions on divestiture of limited partnership interests as governed by the individual partnership agreements.
- f. Private equity investments include fund-of-funds limited partnership funds which seeks superior long-term capital appreciation by investing (structured by classes of interest) in a diversified group of venture capital investment funds (VC class), private equity investment funds (PE class), and emerging markets investment funds (EM class), which are managed by seasoned investment managers and which generally are difficult for new investors to access. ULA Master Pension Trust participation in this fund is comprised as follows: 20% EM class; 55% PE class; and 25% VC class. Total ULA Master Pension Trust commitment is \$25,000,000. These funds are subject to restrictions on divestiture of limited partnership interests as governed by the partnership agreements.

The following table sets forth a summary of changes in the fair value of the Plan's level 3 investments for the year ended December 31, 2012:

	Real Estate and Private Equity (Limited Partnerships)
Balance, beginning of year	\$ 10,946,966
Realized gains/(losses)	684,022
Unrealized gains/(losses) relating to instruments still held at the reporting date	(282,826)
Purchases	11,283,862
Sales	(1,690,898)
Balance, end of year	\$ 20,941,126

The availability of observable market data is monitored to assess the appropriate classification of financial statements within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the year ended December 31, 2012, there were no significant transfers in or out of levels 1, 2, or 3.

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (Continued)

6. Fair Value Measurements and Disclosures (Continued)

The following table represents the Plan's level 3 financial instruments, the valuations techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs and the range of values for those inputs:

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of significant input values
Limited partnership – Real estate	\$ 5,151,063	Partner's adjusted capital account	Formulas as set forth in the partnership agreement	N/A
Private equity	\$ 11,648,198	Partner's adjusted capital account	Formulas as set forth in the partnership agreement	N/A

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011, respectively.

December 31, 2012	Fair Value	Unfunded commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Common/collective trusts – Equity	\$ 65,662,895	\$ -	Daily	Same Day
Common/collective trusts – Fixed income	\$ 32,312,298	\$ -	Daily	Same Day
Common/collective trusts – Real estate	\$ 8,691,773	\$ -	Daily	1 Day
Limited partnership – Real Estate	\$ 4,141,865	\$ -	Quarterly	60 Days

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (Continued)

6. Fair Value Measurements and Disclosures (Continued)

December 31, 2011	Fair Value	Unfunded commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Common/collective trusts – Equity	\$ 57,246,406	\$ -	Daily	Same Day
Common/collective trusts – Fixed income	\$ 76,372,154	\$ -	Daily	Same Day
Common/collective trusts – Real estate	\$ 9,984,947	\$ -	Daily	1 Day
Limited partnership – Real Estate	\$ -	\$ 4,000,000	Quarterly	60 Days

7. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (“IRS”) dated January 13, 2012 stating that the Plan is designed in compliance with the applicable requirements of the Code. The Plan is required to operate in conformity with the Internal Revenue Code (the “Code”) to maintain its tax-qualified status. The Plan has been amended since receiving the determination letter. However, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified and the related Trust is tax exempt. However, there are certain investments (limited partnerships) which may subject the ULA Master Trust to Unrelated Business Taxable Income (UBTI), which the Trust will file appropriate income tax returns with the IRS and pay applicable taxes annually. These amounts are immaterial to 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 not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2009.

8. Party-in-Interest Transactions

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

United Launch Alliance Pension Plan for Hourly Represented Employees

Notes to Financial Statements (Continued)

9. Risks and Uncertainties

The ULA Master Trust invests in various investment securities. Investments in general, are subject to various risks, such as interest rate, credit and overall market volatility risk. Additionally, the value, liquidity and related income of the investment securities are sensitive to changes in economic conditions, including real estate values, delinquencies, and defaults and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates. Certain investments (limited partnerships) are less liquid and have restrictions on their sale. Forced liquidation, although not expected at this time, may affect the estimated value of such investments. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits and the funded status of the Plan.

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

10. Commitments

The ULA Master Trust's investment in the limited partnerships contains commitments totaling \$43,000,000 of which \$21,590,674 had been funded and invested as of December 31, 2012. During 2012, \$11,229,409 of capital calls were funded and invested.

11. Reconciliation between Financial Statements and Form 5500

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

<i>December 31,</i>	2012	2011
Net assets available for plan benefits per the financial statements	\$ 171,856,575	\$ 97,918,997
Adjust: transfer due to plan merger reported in 2011 for 5500 purposes	-	57,269,542
Net assets available for plan benefits per the Form 5500 (unaudited)	\$ 171,856,575	\$155,188,539
<i>For the year ended December 31,</i>		2012
Transfers from other plans per the accompanying 2012 financial statements		\$ 57,269,542
Less: amounts reported for 5500 purposes in 2011		(57,269,542)
Transfer from other plans per the 2012 Form 5500 (unaudited)		\$ -

12. Subsequent Events

The Company has evaluated subsequent events through October 4, 2013, which is the date the financial statements were available to be issued.

Effective January 1, 2013, the Plan was amended to provide a partial freeze, which closes the Plan to employees of certain bargaining units hired on or after January 1, 2013.

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

► **Round off amounts to nearest dollar.**
 ► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan United Launch Alliance Pension Plan for Hourly Represented Employees	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF United Launch Alliance LLC	D Employer Identification Number (EIN) 81-0673845	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information

1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2	Assets:		
	a Market value	2a	155,188,539
	b Actuarial value	2b	149,738,986
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a	563
	b For terminated vested participants.....	3b	949
	c For active participants:		
	(1) Non-vested benefits	3c(1)	11,499,144
	(2) Vested benefits	3c(2)	56,207,301
	(3) Total active.....	3c(3)	901
	d Total.....	3d	2,413
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5	Effective interest rate	5	7.08 %
6	Target normal cost	6	4,756,322

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

SIGN HERE	Benjamin R. Bergeson Signature of actuary	<u>10/10/2013</u> Date
	Benjamin R. Bergeson Type or print name of actuary	11-06849 Most recent enrollment number
	Hewitt Associates LLC Firm name	(704) 343-4100 Telephone number (including area code)
	1111 Metropolitan Avenue Suite 400 Charlotte NC 28204 Address of the firm	

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

Part II		Beginning of Year Carryover Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	13,028,690	13,027,619
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	2,311,490	3,943,786
9	Amount remaining (line 7 minus line 8)	10,717,200	9,083,833
10	Interest on line 9 using prior year's actual return of <u>9.25</u> %	991,333	823,773
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>5.99</u> % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	700,000	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	11,008,533	9,907,606

Part III		Funding Percentages	
14	Funding target attainment percentage	14	100.08 %
15	Adjusted funding target attainment percentage	15	116.33 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	95.87 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and Liquidity Shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c)
				0	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
0	0
(3) 3rd	(4) 4th
0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 61
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	4,756,322	
b Excess assets, if applicable, but not greater than line 31a	31b	107,260	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	4,649,062	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	4,649,062	0	4,649,062
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB Attachment (Form 5500)—2012 Plan Year
United Launch Alliance Pension Plan for Hourly Represented Employees
EIN: 81-0673845 PN: 003

Schedule SB, line 7—Explanation of Discrepancy in Prior Year Funding Standard
Carryover Balance or Prefunding Balance

Line 7(a) does not match the amount reported on line 13(a) of the 2011 Schedule SB because the amount reported on line 7(a) is the sum of the amounts reported on line 13(a) of the 2011 Schedule SB for this plan (\$12,760,240), as well as for the United Launch Alliance Pension Plan for Employees of the Space Systems Group at Harlingen EIN 81-0673845 PN 004 (\$268,450), the United Launch Alliance Pension Plan for IAM #44 Employees EIN 81-0673845 PN 005 (\$0), and the United Launch Alliance Pension Plan for IAM #725 and IUOE 501W Employees EIN 81-0673845 PN 006 (\$0), all of which merged into this plan effective December 31, 2011.

Line 7(b) does not match the amount reported on line 13(b) of the 2011 Schedule SB because the amount reported on line 7(b) is the sum of the amounts reported on line 13(b) of the 2011 Schedule SB for this plan (\$3,793,460), as well as for the Pension Plan for Employees of the Space Systems Group at Harlingen (\$727,608), the Pension Plan for IAM #44 Employees (\$2,987,061), and the Pension Plan for IAM #725 and IUOE 501W Employees (\$5,519,490).

Line 8(a) does not match the amount reported on line 35-carryover balance of the 2011 Schedule SB because the amount reported on line 8(a) is the sum of the amounts reported on line 35-carryover balance of the 2011 Schedule SB for this plan (\$2,051,516), as well as for the Pension Plan for Employees of the Space Systems Group at Harlingen (\$259,974), the Pension Plan for IAM #44 Employees (\$0), and the Pension Plan for IAM #725 and IUOE 501W Employees (\$0).

Line 8(b) does not match the amount reported on line 35-prefunding balance of the 2011 Schedule SB because the amount reported on line 8(b) is the sum of the amounts reported on line 35-prefunding balance of the 2011 Schedule SB for this plan (\$0), as well as for the Pension Plan for Employees of the Space Systems Group at Harlingen (\$0), the Pension Plan for IAM #44 Employees EIN (\$1,667,833), and the Pension Plan for IAM #725 and IUOE 501W Employees (\$2,275,953).

Lines 10(a) and 10(b) are the sum of the interest on this plan's portion of lines 9(a) and 9(b), calculated at 9.25%, and the interest on the Pension Plan for Employees of the Space Systems Group at Harlingen's portion of lines 9(a) and 9(b), calculated at 9.16%, the interest on the Pension Plan for IAM #44 Employees' portion of lines 9(a) and 9(b), calculated at 8.96%, and the interest on the Pension Plan for IAM #725 and IUOE 501W Employees' portion of lines 9(a) and 9(b), calculated at 8.88%.

Schedule SB Attachment (Form 5500)—2012 Plan Year
 United Launch Alliance Pension Plan for Hourly Represented Employees
 EIN: 81-0673845 PN: 003

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age. The average retirement age shown in line 22 is based on the BCERP group.

BCERP			
(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	15.00%	1.0000	8.33
56.5	10.00%	0.8500	4.80
57.5	10.00%	0.7650	4.40
58.5	10.00%	0.6885	4.03
59.5	13.00%	0.6197	4.79
60.5	16.00%	0.5391	5.22
61.5	19.00%	0.4528	5.29
62.5	24.00%	0.3668	5.50
63.5	19.00%	0.2788	3.36
64.5	24.00%	0.2258	3.50
65.5	32.00%	0.1716	3.60
66.5	24.00%	0.1167	1.86
67.5	21.00%	0.0887	1.26
68.5	21.00%	0.0701	1.01
69.5	21.00%	0.0554	0.81
70	100.00%	0.0437	3.06
Weighted Average			60.82

SSB & SSH			
(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	10.00%	1.0000	5.55
56.5	5.00%	0.9000	2.54
57.5	5.00%	0.8550	2.46
58.5	5.00%	0.8123	2.38
59.5	5.00%	0.7716	2.30
60.5	20.00%	0.7331	8.87
61.5	15.00%	0.5864	5.41
62.5	35.00%	0.4985	10.90
63.5	20.00%	0.3240	4.11
64.5	30.00%	0.2592	5.02
65.5	40.00%	0.1814	4.75
66.5	30.00%	0.1089	2.17
67.5	25.00%	0.0762	1.29
68.5	30.00%	0.0572	1.17
69.5	35.00%	0.0400	0.97
70	100.00%	0.0260	1.82
Weighted Average			61.71

MDC-W			
(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
50.5	20.00%	1.0000	10.1
51.5	10.00%	0.8000	4.12
52.5	10.00%	0.7200	3.78
53.5	10.00%	0.6480	3.47
54.5	10.00%	0.5832	3.18
55.5	30.00%	0.5249	8.74
56.5	10.00%	0.3674	2.08
57.5	10.00%	0.3307	1.9
58.5	10.00%	0.2976	1.74
59.5	10.00%	0.2678	1.59
60.5	12.00%	0.2411	1.75
61.5	12.00%	0.2121	1.57
62.5	30.00%	0.1867	3.5
63.5	25.00%	0.1307	2.07
64.5	25.00%	0.0980	1.58
65.5	40.00%	0.0735	1.93
66.5	30.00%	0.0441	0.88
67.5	30.00%	0.0309	0.63
68.5	30.00%	0.0216	0.44
69.5	30.00%	0.0151	0.32
70	100.00%	0.0106	0.74
Weighted Average			56.11

Schedule SB Attachment (Form 5500)—2012 Plan Year
United Launch Alliance Pension Plan for Hourly Represented Employees
EIN: 81-0673845 PN: 003

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

Interest Rates	Based on segment rates with no lookback (as of January 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21.
1st Segment Rate	5.54%.
2nd Segment Rate	6.85%.
3rd Segment Rate	7.52%.
Salary Increases	BCERP: See Table 1. SSB Cape Canaveral Participants: 5.50%.
Optional Payment Form Election Percentage	SSB & SSH: 100% Single Life Annuity. BCERP: 70% of Males and 25% of Females are assumed to elect the 50% Joint and Survivor option. All others elect the Single Life Annuity. MDC-W: 70% of Males and 25% of Females are assumed to elect the 55% Joint and Survivor option. All others elect the Single Life Annuity.
Retirement Age	
Active Participants	See Tables 2–4.
Terminated Vested Participants	Age 61.
Mortality Rates	
Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per section 1.430(h)(3)-1(e).
Withdrawal Rates	See Tables 5–7.
Disability Rates	See Tables 8–9.
Decrement Timing	Middle-of-year decrements, with 100% retirement occurring at beginning of year.

Schedule SB Attachment (Form 5500)—2012 Plan Year
United Launch Alliance Pension Plan for Hourly Represented Employees
EIN: 81-0673845 PN: 003

Surviving Spouse Benefit	BCERP and MDC-W: It is assumed that 100% of males and 100% of females have an eligible spouse, and that males are three years older than their spouses. SSB and SSH: It is assumed that 80% of males and 50% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).
Expected Return on Assets	
2010 Plan Year	8.00%, limited to 6.76%.
2011 Plan Year	8.00%, limited to 6.46%.
Trust Expenses Included in Target Normal Cost	Based on expected administrative expenses to be paid during the next year (\$650,000 for 2012).
Actuarial Method	Standard unit credit cost method.
Valuation Date	January 1, 2012.

Schedule SB Attachment (Form 5500)—2012 Plan Year
 United Launch Alliance Pension Plan for Hourly Represented Employees
 EIN: 81-0673845 PN: 003

Table 1

Salary Merit Increase Rates—BCERP

Age	Rate
25	9.00%
26	9.00%
27	8.60%
28	8.40%
29	8.10%
30	7.90%
31	7.70%
32	7.20%
33	6.70%
34	6.20%
35	5.70%
36	5.20%
37	5.10%
38	5.00%
39	4.90%
40	4.80%
41	4.70%
42	4.70%
43	4.60%
44	4.60%
45	4.50%
46	4.50%
47	4.40%
48	4.30%
49	4.20%
50	4.10%
51+	4.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
United Launch Alliance Pension Plan for Hourly Represented Employees
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Table 2

Retirement Rates— BCERP

Age	Rate
55	15.00%
56	10.00%
57	10.00%
58	10.00%
59	13.00%
60	16.00%
61	19.00%
62	24.00%
63	19.00%
64	24.00%
65	32.00%
66	24.00%
67	21.00%
68	21.00%
69	21.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
 United Launch Alliance Pension Plan for Hourly Represented Employees
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Table 3

Retirement Rates— MDC-W

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

Schedule SB Attachment (Form 5500)—2012 Plan Year
United Launch Alliance Pension Plan for Hourly Represented Employees
EIN: 81-0673845 PN: 003

Table 4

Retirement Rates—SSB & SSH

Age	Rate
55	10.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	20.00%
61	15.00%
62	35.00%
63	20.00%
64	30.00%
65	40.00%
66	30.00%
67	25.00%
68	30.00%
69	35.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
 United Launch Alliance Pension Plan for Hourly Represented Employees
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Table 5

Withdrawal Rates—BCERP

Service	Rate
0	8.50%
1	8.50%
2	8.50%
3	8.50%
4	8.50%
5	8.50%
6	8.50%
7	8.50%
8	8.50%
9	7.00%
10	6.00%
11	5.00%
12	4.00%
13	3.00%
14	3.00%
15	3.00%
16	3.00%
17	2.80%
18	2.60%
19	2.40%
20	2.20%
21	2.00%
22	2.00%
23	2.00%
24+	2.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
United Launch Alliance Pension Plan for Hourly Represented Employees
EIN: 81-0673845 PN: 003

Table 6

Withdrawal Rates—MDC-W

<u>Service</u>	<u>Rate</u>
0–7	10.00%
8	8.50%
9	7.00%
10	6.00%
11	5.50%
12	5.00%
13	4.00%
14	3.50%
15	3.20%
16	2.70%
17–18	2.50%
19+	2.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
United Launch Alliance Pension Plan for Hourly Represented Employees
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Table 7—Page 1 of 2

Withdrawal Rates—SSB & SSH

Age	Years of Service			
	0–1	2–4	5–9	10+
15	39.64%	0.00%	0.00%	0.00%
16	39.64%	0.00%	0.00%	0.00%
17	39.64%	0.00%	0.00%	0.00%
18	39.64%	0.00%	0.00%	0.00%
19	20.23%	0.00%	0.00%	0.00%
20	17.99%	14.19%	0.00%	0.00%
21	22.38%	18.19%	0.00%	0.00%
22	24.07%	19.60%	15.00%	0.00%
23	23.85%	19.58%	15.09%	0.00%
24	22.70%	18.32%	14.25%	0.00%
25	21.74%	17.14%	12.96%	0.00%
26	20.95%	16.27%	11.29%	0.00%
27	20.41%	15.29%	9.97%	0.00%
28	19.42%	14.52%	9.15%	8.75%
29	18.73%	13.93%	8.69%	5.21%
30	18.61%	13.58%	8.39%	4.84%
31	18.83%	13.09%	8.02%	5.39%
32	18.32%	12.60%	7.76%	5.47%
33	17.39%	11.97%	7.56%	5.30%
34	16.94%	11.33%	7.37%	5.15%
35	16.78%	11.02%	7.15%	5.02%
36	16.69%	10.98%	6.85%	4.87%
37	16.29%	10.99%	6.68%	4.68%
38	16.00%	10.77%	6.44%	4.43%
39	15.36%	10.59%	6.27%	4.32%
40	15.91%	10.35%	6.01%	4.15%
41	15.94%	10.01%	5.89%	3.93%
42	16.05%	9.72%	5.84%	3.86%
43	15.98%	9.71%	5.75%	3.81%
44	15.88%	9.62%	5.77%	3.79%

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Withdrawal Rates—SSB & SSH

Age	Years of Service			
	0–1	2–4	5–9	10+
45	15.48%	9.47%	5.82%	3.73%
46	15.61%	9.54%	5.81%	3.64%
47	15.30%	9.47%	5.61%	3.66%
48	15.15%	9.37%	5.52%	3.70%
49	15.53%	9.02%	5.60%	3.65%
50	15.60%	8.90%	5.32%	3.49%
51	15.35%	9.32%	5.13%	3.38%
52	14.35%	9.52%	4.99%	3.35%
53	14.34%	9.24%	4.70%	3.22%
54	14.17%	8.80%	4.12%	2.37%
55	13.52%	7.82%	2.59%	0.88%
56	12.84%	7.49%	1.84%	0.23%
57	12.66%	7.67%	1.54%	0.11%
58	12.74%	7.68%	1.58%	0.22%
59	13.50%	7.94%	1.92%	0.31%
60	13.63%	7.84%	2.12%	0.20%
61+	0.00%	0.00%	0.00%	0.00%

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Table 8

Disability Rates—BCERP & MDC-W

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

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Table 9

Disability Rates—SSB & SSH

Age	Rate	Age	Rate
15	0.03%	45	0.10%
16	0.03%	46	0.11%
17	0.03%	47	0.12%
18	0.03%	48	0.14%
19	0.03%	49	0.16%
20	0.03%	50	0.18%
21	0.03%	51	0.20%
22	0.03%	52	0.23%
23	0.03%	53	0.26%
24	0.03%	54	0.30%
25	0.03%	55	0.36%
26	0.04%	56	0.42%
27	0.04%	57	0.50%
28	0.04%	58	0.59%
29	0.04%	59	0.69%
30	0.04%	60	0.90%
31	0.04%	61	1.16%
32	0.04%	62	1.46%
33	0.05%	63	1.81%
34	0.05%	64	2.22%
35	0.05%	65+	1.00%
36	0.05%		
37	0.05%		
38	0.06%		
39	0.06%		
40	0.07%		
41	0.07%		
42	0.08%		
43	0.08%		
44	0.09%		

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Schedule SB, Part V—Summary of Plan Provisions

Plan Provisions for participants of the former BCERP Plan

Effective Date	December 1, 2006. Plan was created via a de minimus spinoff of assets and liabilities from The Boeing Company Employee Retirement Plan (the "Prior Plan") as of this date. Most recent amendment effective January 1, 2012.
Plan Year	Calendar year.
Covered Employees	Represented ULA employees who are members of the IAM, AFL-CIO, Local 44 (Decatur, Alabama).
Participation Date	Covered employee and completion of one year of service. Employees who were participants in the prior plan automatically become participants in this plan as of the effective date.
Definitions	
Vesting Service	One year for each calendar year in which the participant completes at least 1,000 hours of service.
Credited Service	One year for each calendar year in which the participant completes 2,000 or more hours of service after becoming an employee. Partial years of service are granted for years in which the participant completes 1,000–1,999 hours.
Complement Benefit	A fixed dollar benefit established January 1, 1996 to replace the supplemental past service benefit and the supplemental future benefit as of December 31, 1995. The fixed amount is equal to the participant's Supplemental Benefit as of December 31, 1995 multiplied by 135%.
Covered Compensation	35-year average of Social Security taxable wage bases ending in the year of termination.
Final Average Earnings	Average of the highest 60 consecutive calendar months of Basic Annual Compensation Rates during the prior 10-year period.
Normal Retirement Date (NRD)	First of month coinciding with or next following the attainment of age 65 and five years of vesting service.

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Social Security Benefit

The estimated primary insurance amount payable to the participant at the earliest age under the Social Security Act, as amended, in effect on the earlier of normal retirement date or the date of termination. For early retirements, no future earnings are assumed. For terminations, earnings at termination are assumed to be constant until age 65.

Basic Annual Compensation Rate

Compensation rate in effect for a permanent employee. Annual rate includes elective deferrals but excludes overtime pay, shift differentials, and awards pay.

Actuarial Equivalence

For purposes of calculating the life and 10-year certain option.

Age	Factor
50	.99
55	.98
60	.77
65	.95
70	.90
75	.82

For other purposes not disclosed, based on the applicable mortality table under 417(e) and the applicable interest rate (30-Year Treasury Rate for November of prior plan year).

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Normal Retirement
Eligibility

Attainment of NRD.

Monthly Benefit

The greater of (1) and (2) below.

1. The Complement Benefit plus the Basic Benefit: The Basic Benefit is \$80 times years of Credited Service.
2. The sum of (a) and (b) below (Final Average Benefit). If hired before January 1, 1993, a minimum benefit of 1.5% Final Average Earnings – 1.25% Social Security Benefit times Credited Service applies.
 - a. Core Benefit: 1.025% Final Average Earnings times Credited Service.
 - b. Excess Benefit: 0.450% Final Average Earnings over Covered Compensation times Credited Service.

Early Retirement
Eligibility

Age 55 and 10 years of Vesting Service or age 62 and one year of Credited Service.

Monthly Benefit

Basic Benefit and Core Benefit reduced 2% for each year payment commences prior to age 60. Excess Benefit reduced 5% for each year payment commences prior to age 60. Final Average Benefit, if hired before 1993 and minimum is applicable, is reduced 3% for each year payment commences prior to age 60.

Vested Termination
Eligibility

Five years of Vesting Service.

Monthly Benefit

Normal retirement benefit reduced 6.0% for each year payment commences prior to NRD.

Disability
Eligibility

Permanently and totally disabled while on active payroll after attaining age 50 and 10 years of Vesting Service.

Monthly Benefit

Unreduced normal retirement benefit.

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Postponed Retirement Eligibility	Retirement after NRD.
Monthly Benefit	Normal retirement benefit calculated using actual pay and service as of retirement date.
Preretirement Death Benefit Eligibility	Five years of Vesting Service. Payable to surviving spouse.
Monthly Benefit	Normal retirement benefit as of the date of death, reduced to later of earliest retirement age or current age (using early-retirement factors if eligible for early retirement), and further reduced for election of joint and survivor annuity. If participant is not eligible to retire, the surviving spouse receives 50% of the above benefit.
Postretirement Death Benefit Eligibility	Retired from active service.
Benefit	\$2,000.
Form of Payment Normal Form	<ul style="list-style-type: none"> Life annuity for unmarried participants. 50% joint and survivor annuity with pop-up feature (with 95% reduction factor) for married participants.
Optional Forms	<ul style="list-style-type: none"> 75% joint and survivor annuity with pop up feature (90% reduction factor). 100% joint and survivor annuity with pop-up feature (85% reduction factor). Life and 10-year certain option. Accelerated income (not available on disability benefit).
Small Benefits	If the actuarial equivalent value of participant's benefit does not exceed \$5,000 at termination, a lump-sum distribution is paid.

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Plan Provisions for participants of the former MDC-W Plan

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

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Actuarial Equivalence

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

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

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

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

For other purposes:

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

Normal Retirement
Eligibility

Attainment of NRD.

Monthly Benefit

Accrued benefit determined as of NRD.

Early Retirement
Eligibility

Retirement before NRD and on or after both attaining age 55 and completing 10 years of vesting service, or, for IAM Local #725 participants, age 50 with 30 or more years of aggregate benefit service.

Monthly Benefit

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

Postponed Retirement
Eligibility

Retirement after NRD.

Monthly Benefit

Monthly pension benefit determined as of actual retirement date.

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Termination with Deferred Vested Benefit
 Eligibility

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

Monthly Benefit

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

Sample reduction factors:

Age	Factor
62	.7705
60	.6566
55	.4573

Preretirement Spouse Benefit
 Eligibility

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

Monthly Benefit

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

Disability Retirement
 Eligibility

Total and permanent disability while on the active payroll after completion of 10 or more years of vesting service.

Monthly Benefit

Accrued benefit.

Postretirement Death Benefit
 Eligibility

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

Benefit

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

Level Income Special Allowance (LISA)
 Eligibility

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

Monthly Benefit

\$550 per month payable until age 62.

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Form of Payment
Normal Form

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

Optional Forms

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

Small Benefits

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

Plan Provisions for participants of the former SSB Plan

Effective Date

December 1, 2006 pursuant to the Joint Venture agreement dated May 2, 2005 between the Boeing Company and the Lockheed Martin Corporation ("LMC"). Most recent amendment effective January 1, 2012.

Plan Year

Calendar year.

Eligibility

Employees represented by participating Collective Bargaining Units are eligible on their date of employment.

Definitions

Credited Service

One year for each plan year in which the participant completes 1,800 or more hours. Partial years of service are granted for each 150 hours if less than 1,800. Prior plan service was included for certain participants as of the effective date.

Continuous Service

An employee's period of employment commencing on the later of the effective date or hire date and ending at termination. Include prior plan continuous service for certain participants.

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Actuarial Equivalence

- Optional forms (other than level income and lump sums) are determined based on an interest rate of 7% and UP-84 Mortality. Mortality is set back one year for single participants and three years for a contingent annuitant.
- Level income benefits are determined based on an interest rate equal to the greater of 5.50% or the current 417(e) interest rate.
- Lump sums are based on applicable interest and mortality as prescribed by the Secretary of the Treasury.

Normal Retirement

Eligibility Requirement

Age 65.

Benefit

Cape, Vandenberg and San Diego IAM, EAA, and UAPP participants: $\$80 \times$ the number of years of Credited Service.

San Diego IUOE and IBEW participants: $\$80 \times$ the number of years of Credited Service.

This benefit is reduced by any benefit payable from the General Dynamics Corporation Hourly Employees' Retirement Plan ($\$34 \times$ years of Credited Service through May 2, 1994).

Former Cape Canaveral participants (NES): Can elect to have their benefits determined in accordance with the provisions of the Retirement Income Plan (RIP).

Early Retirement

Eligibility Requirement

Age 55.

Benefit

Monthly benefit computed as in Normal Retirement, reduced for payment commencing prior to age 65 in accordance with the following:

1. If the sum of the member's age at his benefit commencement date and his years of Continuous Service total 85 or more, or the member has attained age 62 and completed 10 years of service, benefits are unreduced as of the member's Early Retirement Date.

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2. If the member does not meet the requirements of (1), the benefit payable at his Early Retirement Date is reduced by the lesser of:
 - a. $3.00\% \times$ the amount by which 85 exceeds the sum of his age + Continuous Service, or
 - b. 3.00% per year for each year between his Normal Retirement Date and his benefit commencement date.

Effective during 2008, the SSB plan was amended so that ULA will pay the difference between the subsidized and unsubsidized early retirement factors for heritage General Dynamics participants who were not retirement eligible as of the date of the formation of ULA (12/1/2006).

Disability Retirement
Eligibility Requirement

Ten years of Continuous Service and total and permanent disability.

Benefit

An unreduced monthly benefit computed as in Normal Retirement.

Postponed Retirement
Eligibility Requirement

Retirement after normal retirement date.

Monthly Benefit

Normal retirement benefit equal to the accrued benefit determined as of retirement date.

Preretirement Surviving Spouse's Benefit
Eligibility Requirement

Five years of Continuous Service.

Benefit

If the participant dies from active status after becoming eligible for Early Retirement, 50% of the monthly benefit the participant would have received if he had retired on the first of the month following his death. If the participant dies from terminated vested status after becoming eligible for Early Retirement, 50% of the monthly benefit the participant would have received if he had retired on the first of the month preceding or coincident with his death. If the participant had five years of service, but had not attained age 55 upon his death, the benefit is deferred to when he would have attained age 55.

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Termination

Eligibility Requirement

Five years of Continuous Service.

Benefit

A monthly benefit computed as in normal retirement, payable at age 65. Actuarially equivalent benefits are payable as early as age 55.

Pension Improvement

Eligibility Requirement

Five years of Continuous Service.

Benefit

\$94 per month (for San Diego participants) or \$105 per month (for Cape Canaveral and Vandenberg participants) for the participant payable upon the attainment of age 65 and \$94/\$105 per month for participant's spouse, payable upon the spouse's attainment of age 65.

1. For a retired member with between five and 10 years of Continuous Service, the \$94/\$105 benefit $\times$ a fraction equal to the number of years of Continuous Service at Retirement $\div$ 10.
2. For a vested member, the \$94/\$105 benefit $\times$ by a fraction equal to the number of years of Continuous Service at termination $\div$ the number of years from date of hire to age 65.

The Pension Improvement will continue to the spouse upon the participant's death. The amount of the Pension Improvement will be reduced by the Pension Improvement Benefit received from the General Dynamics Corporation Hourly Employees' Retirement Plan.

Form of Payment

Normal Form

- Life annuity for unmarried participants.
- 50% joint and survivor annuity for married participants.

Optional Forms

- 66-2/3%, 75%, and 100% joint and survivor annuity with pop up feature.
- Level income option at age 62 or age 65.
- Five and 10-year certain and life.

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Plan Provisions for participants of the former SSH Plan

Effective Date	December 1, 2006, pursuant to the Joint Venture agreement dated May 2, 2005 between the Boeing Company and the Lockheed Martin Corporation, United Launch Alliance. Most recent amendment effective January 1, 2012.
Plan Year	Calendar Year.
Most Recent Collective Bargaining Agreements	June 1, 2010.
Eligibility	<p>Employees represented by participating collective bargaining units are eligible on their date of employment.</p> <p>Current participating union is UAW Local 2346.</p> <p>Effective November 30, 2005, all CPI participants were spun off to the Lockheed Martin Corporation Retirement Income Plan.</p>
Definitions	
Credited Service	One year for each calendar year in which the participant completes 1,700 hours. Partial years of service are granted if less than 1,700. Prior Plan service is included.
Vesting Service	Accumulated vesting service under the Prior Plan plus one year for each calendar year with 1,000 or more hours after the effective date. Partial years of vesting service are granted.
Prior Plan	Lockheed Martin Pension Plan for Hourly Employees of the Space Systems Group.
Actuarial Equivalent Value	<p>For purpose of calculating lump sums: Applicable mortality table under 417(e) and applicable interest rate under 417(e) for the December preceding the plan year.</p> <p>For other purposes: 1971 GAM Mortality Table and an interest rate of 5.50%.</p>
Normal Retirement Eligibility Requirement	<p>The later of:</p> <ol style="list-style-type: none">1. Age 65, or2. The fifth anniversary of date of hire.

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Benefit June 1, 2008: \$31.00.
 June 1, 2010: \$34.00.

Multiplied by the number of years of Credited Service.

The benefit is reduced by the benefit payable from the General Dynamics Corporation Hourly Employees' Retirement Plan (\$14.00 × years of Credited Service through May 2, 1994).

Early Retirement

Eligibility Requirement

Age 55 and 10 years of Credited Service.

Benefit

Monthly benefit computed as in Normal Retirement multiplied by the following adjustment factors:

Age at Which Retirement Benefits Commence	Adjustment Factor
64	95.0%
63	90.0%
62	85.0%
61	80.0%
60	80.0%
59	75.0%
58	70.0%
57	65.0%
56	60.0%
55	50.0%

Late Retirement

Eligibility Requirement

Retirement after NRD.

Benefit

Normal retirement benefit equal to the accrued benefit determined as of retirement date.

Disability Retirement

Eligibility Requirement

Ten years of Credited Service and totally and permanently disabled for a minimum of six months.

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Benefit	The unreduced accrued benefit computed as in Normal Retirement paid at double rate until the participant becomes eligible for unreduced Social Security Benefits. The benefit may be offset by benefits payable by Workmen's Compensation or other insurance.
Preretirement Surviving Spouse's Benefit Eligibility Requirement	Five years of Vesting Service and married to a participant for the one-year period ending on the date of participant's death.
Benefit	50% of the monthly benefit the participant would have received if he had retired on the first of the month preceding or coincident with his death and elected a Joint and 50% Survivor Annuity. If the participant was eligible to retire at the time of his death, the benefit is payable immediately. If the participant had 10 years of service, but had not attained age 55 at the time of his death, the benefit is deferred to the month he would have attained age 55. If the participant had between 5 and 10 years of service, but had not attained age 65 at the time of his death, the benefit is deferred to the month he would have attained age 65.
Termination Eligibility Requirement	Five years of Vesting Service or Normal Retirement eligibility.
Benefit	A deferred monthly benefit computed as in Normal Retirement, payable at age 65. Benefit may commence as early as age 55 with reductions equal to the Early Retirement reduction factors.

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Forms of Payment

Normal Form

Life annuity for unmarried participants. 50% joint and survivor annuity for married participants.

Optional forms

- Life annuity.
- 50%, 66-2/3%, and 75% joint and survivor annuity.
- Five- and 10-year certain and life.
- Level income option at age 62 or age 65.

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

Plan Changes Since the Prior Year

Effective January 1, 2012, the United Launch Alliance Pension Plan for Hourly Represented Employees was established as the merger of the former United Launch Alliance Retirement Plan for Employees in the Bargaining Units of the Space Systems Group, United Launch Alliance Pension Plan for Hourly Employees of the Space Systems Group at Harlingen, the United Launch Alliance Pension Plan for IAM #44 Employees, and the United Launch Alliance Pension Plan for IAM #725 and IUOE 501W Employees.

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

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

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Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- The retirement rate assumption for terminated vested employees was updated

This change was made to better reflect anticipated plan experience. The assumption change did not reduce the funding shortfall; as such, approval of the Commissioner is not required.

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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Attained Age	Number of Participants and Average Compensation									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	4	4								
25-29	2	20 \$45,331	3							
30-34	2	20 \$38,612	9	5						
35-39		26 \$49,679	10	17	5					
40-44	1	17	10	33 \$44,481	9	14				
45-49	3	17	17	47 \$41,564	15	45 \$5,083	20 \$8,870	1		
50-54		20 \$43,298	17	61 \$30,212	32 \$27,077	63 \$7,421	48 \$6,309	21 \$0		
55-59	2	12	11	38 \$25,658	15	43 \$8,278	42 \$4,068	13	1	
60-64		4	5	5	8	26 \$9,219	11	9	1	
65-69	1	1		2	2	2	2		1	1
70+			1			1	1		1	1

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Schedule SB, line 7—Explanation of Discrepancy in Prior Year Funding Standard
Carryover Balance or Prefunding Balance

Line 7(a) does not match the amount reported on line 13(a) of the 2011 Schedule SB because the amount reported on line 7(a) is the sum of the amounts reported on line 13(a) of the 2011 Schedule SB for this plan (\$12,760,240), as well as for the United Launch Alliance Pension Plan for Employees of the Space Systems Group at Harlingen EIN 81-0673845 PN 004 (\$268,450), the United Launch Alliance Pension Plan for IAM #44 Employees EIN 81-0673845 PN 005 (\$0), and the United Launch Alliance Pension Plan for IAM #725 and IUOE 501W Employees EIN 81-0673845 PN 006 (\$0), all of which merged into this plan effective December 31, 2011.

Line 7(b) does not match the amount reported on line 13(b) of the 2011 Schedule SB because the amount reported on line 7(b) is the sum of the amounts reported on line 13(b) of the 2011 Schedule SB for this plan (\$3,793,460), as well as for the Pension Plan for Employees of the Space Systems Group at Harlingen (\$727,608), the Pension Plan for IAM #44 Employees (\$2,987,061), and the Pension Plan for IAM #725 and IUOE 501W Employees (\$5,519,490).

Line 8(a) does not match the amount reported on line 35-carryover balance of the 2011 Schedule SB because the amount reported on line 8(a) is the sum of the amounts reported on line 35-carryover balance of the 2011 Schedule SB for this plan (\$2,051,516), as well as for the Pension Plan for Employees of the Space Systems Group at Harlingen (\$259,974), the Pension Plan for IAM #44 Employees (\$0), and the Pension Plan for IAM #725 and IUOE 501W Employees (\$0).

Line 8(b) does not match the amount reported on line 35-prefunding balance of the 2011 Schedule SB because the amount reported on line 8(b) is the sum of the amounts reported on line 35-prefunding balance of the 2011 Schedule SB for this plan (\$0), as well as for the Pension Plan for Employees of the Space Systems Group at Harlingen (\$0), the Pension Plan for IAM #44 Employees EIN (\$1,667,833), and the Pension Plan for IAM #725 and IUOE 501W Employees (\$2,275,953).

Lines 10(a) and 10(b) are the sum of the interest on this plan's portion of lines 9(a) and 9(b), calculated at 9.25%, and the interest on the Pension Plan for Employees of the Space Systems Group at Harlingen's portion of lines 9(a) and 9(b), calculated at 9.16%, the interest on the Pension Plan for IAM #44 Employees' portion of lines 9(a) and 9(b), calculated at 8.96%, and the interest on the Pension Plan for IAM #725 and IUOE 501W Employees' portion of lines 9(a) and 9(b), calculated at 8.88%.

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

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age. The average retirement age shown in line 22 is based on the BCERP group.

BCERP (a)	(b)	(c)	(d) Product (a) × (b) × (c)
Age	Rate	Weight	
55.5	15.00%	1.0000	8.33
56.5	10.00%	0.8500	4.80
57.5	10.00%	0.7650	4.40
58.5	10.00%	0.6885	4.03
59.5	13.00%	0.6197	4.79
60.5	16.00%	0.5391	5.22
61.5	19.00%	0.4528	5.29
62.5	24.00%	0.3668	5.50
63.5	19.00%	0.2788	3.36
64.5	24.00%	0.2258	3.50
65.5	32.00%	0.1716	3.60
66.5	24.00%	0.1167	1.86
67.5	21.00%	0.0887	1.26
68.5	21.00%	0.0701	1.01
69.5	21.00%	0.0554	0.81
70	100.00%	0.0437	3.06
Weighted Average			60.82

SSB & SSH (a)	(b)	(c)	(d) Product (a) × (b) × (c)
Age	Rate	Weight	
55.5	10.00%	1.0000	5.55
56.5	5.00%	0.9000	2.54
57.5	5.00%	0.8550	2.46
58.5	5.00%	0.8123	2.38
59.5	5.00%	0.7716	2.30
60.5	20.00%	0.7331	8.87
61.5	15.00%	0.5864	5.41
62.5	35.00%	0.4985	10.90
63.5	20.00%	0.3240	4.11
64.5	30.00%	0.2592	5.02
65.5	40.00%	0.1814	4.75
66.5	30.00%	0.1089	2.17
67.5	25.00%	0.0762	1.29
68.5	30.00%	0.0572	1.17
69.5	35.00%	0.0400	0.97
70	100.00%	0.0260	1.82
Weighted Average			61.71

MDC-W (a)	(b)	(c)	(d) Product (a) × (b) × (c)
Age	Rate	Weight	
50.5	20.00%	1.0000	10.1
51.5	10.00%	0.8000	4.12
52.5	10.00%	0.7200	3.78
53.5	10.00%	0.6480	3.47
54.5	10.00%	0.5832	3.18
55.5	30.00%	0.5249	8.74
56.5	10.00%	0.3674	2.08
57.5	10.00%	0.3307	1.9
58.5	10.00%	0.2976	1.74
59.5	10.00%	0.2678	1.59
60.5	12.00%	0.2411	1.75
61.5	12.00%	0.2121	1.57
62.5	30.00%	0.1867	3.5
63.5	25.00%	0.1307	2.07
64.5	25.00%	0.0980	1.58
65.5	40.00%	0.0735	1.93
66.5	30.00%	0.0441	0.88
67.5	30.00%	0.0309	0.63
68.5	30.00%	0.0216	0.44
69.5	30.00%	0.0151	0.32
70	100.00%	0.0106	0.74
Weighted Average			56.11

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Schedule SB, Part V—Summary of Plan Provisions

Plan Provisions for participants of the former BCERP Plan

Effective Date	December 1, 2006. Plan was created via a de minimus spinoff of assets and liabilities from The Boeing Company Employee Retirement Plan (the "Prior Plan") as of this date. Most recent amendment effective January 1, 2012.
Plan Year	Calendar year.
Covered Employees	Represented ULA employees who are members of the IAM, AFL-CIO, Local 44 (Decatur, Alabama).
Participation Date	Covered employee and completion of one year of service. Employees who were participants in the prior plan automatically become participants in this plan as of the effective date.
Definitions	
Vesting Service	One year for each calendar year in which the participant completes at least 1,000 hours of service.
Credited Service	One year for each calendar year in which the participant completes 2,000 or more hours of service after becoming an employee. Partial years of service are granted for years in which the participant completes 1,000–1,999 hours.
Complement Benefit	A fixed dollar benefit established January 1, 1996 to replace the supplemental past service benefit and the supplemental future benefit as of December 31, 1995. The fixed amount is equal to the participant's Supplemental Benefit as of December 31, 1995 multiplied by 135%.
Covered Compensation	35-year average of Social Security taxable wage bases ending in the year of termination.
Final Average Earnings	Average of the highest 60 consecutive calendar months of Basic Annual Compensation Rates during the prior 10-year period.
Normal Retirement Date (NRD)	First of month coinciding with or next following the attainment of age 65 and five years of vesting service.

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Social Security Benefit

The estimated primary insurance amount payable to the participant at the earliest age under the Social Security Act, as amended, in effect on the earlier of normal retirement date or the date of termination. For early retirements, no future earnings are assumed. For terminations, earnings at termination are assumed to be constant until age 65.

Basic Annual Compensation Rate

Compensation rate in effect for a permanent employee. Annual rate includes elective deferrals but excludes overtime pay, shift differentials, and awards pay.

Actuarial Equivalence

For purposes of calculating the life and 10-year certain option.

Age	Factor
50	.99
55	.98
60	.77
65	.95
70	.90
75	.82

For other purposes not disclosed, based on the applicable mortality table under 417(e) and the applicable interest rate (30-Year Treasury Rate for November of prior plan year).

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Normal Retirement
Eligibility

Attainment of NRD.

Monthly Benefit

The greater of (1) and (2) below.

1. The Complement Benefit plus the Basic Benefit: The Basic Benefit is \$80 times years of Credited Service.
2. The sum of (a) and (b) below (Final Average Benefit). If hired before January 1, 1993, a minimum benefit of 1.5% Final Average Earnings – 1.25% Social Security Benefit times Credited Service applies.
 - a. Core Benefit: 1.025% Final Average Earnings times Credited Service.
 - b. Excess Benefit: 0.450% Final Average Earnings over Covered Compensation times Credited Service.

Early Retirement
Eligibility

Age 55 and 10 years of Vesting Service or age 62 and one year of Credited Service.

Monthly Benefit

Basic Benefit and Core Benefit reduced 2% for each year payment commences prior to age 60. Excess Benefit reduced 5% for each year payment commences prior to age 60. Final Average Benefit, if hired before 1993 and minimum is applicable, is reduced 3% for each year payment commences prior to age 60.

Vested Termination
Eligibility

Five years of Vesting Service.

Monthly Benefit

Normal retirement benefit reduced 6.0% for each year payment commences prior to NRD.

Disability
Eligibility

Permanently and totally disabled while on active payroll after attaining age 50 and 10 years of Vesting Service.

Monthly Benefit

Unreduced normal retirement benefit.

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Postponed Retirement Eligibility	Retirement after NRD.
Monthly Benefit	Normal retirement benefit calculated using actual pay and service as of retirement date.
Preretirement Death Benefit Eligibility	Five years of Vesting Service. Payable to surviving spouse.
Monthly Benefit	Normal retirement benefit as of the date of death, reduced to later of earliest retirement age or current age (using early-retirement factors if eligible for early retirement), and further reduced for election of joint and survivor annuity. If participant is not eligible to retire, the surviving spouse receives 50% of the above benefit.
Postretirement Death Benefit Eligibility	Retired from active service.
Benefit	\$2,000.
Form of Payment Normal Form	<ul style="list-style-type: none"> Life annuity for unmarried participants. 50% joint and survivor annuity with pop-up feature (with 95% reduction factor) for married participants.
Optional Forms	<ul style="list-style-type: none"> 75% joint and survivor annuity with pop up feature (90% reduction factor). 100% joint and survivor annuity with pop-up feature (85% reduction factor). Life and 10-year certain option. Accelerated income (not available on disability benefit).
Small Benefits	If the actuarial equivalent value of participant's benefit does not exceed \$5,000 at termination, a lump-sum distribution is paid.

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Plan Provisions for participants of the former MDC-W Plan

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

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Actuarial Equivalence

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

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

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

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

For other purposes:

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

Normal Retirement
Eligibility

Attainment of NRD.

Monthly Benefit

Accrued benefit determined as of NRD.

Early Retirement
Eligibility

Retirement before NRD and on or after both attaining age 55 and completing 10 years of vesting service, or, for IAM Local #725 participants, age 50 with 30 or more years of aggregate benefit service.

Monthly Benefit

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

Postponed Retirement
Eligibility

Retirement after NRD.

Monthly Benefit

Monthly pension benefit determined as of actual retirement date.

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Termination with Deferred Vested Benefit
 Eligibility

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

Monthly Benefit

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

Sample reduction factors:

Age	Factor
62	.7705
60	.6566
55	.4573

Preretirement Spouse Benefit
 Eligibility

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

Monthly Benefit

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

Disability Retirement
 Eligibility

Total and permanent disability while on the active payroll after completion of 10 or more years of vesting service.

Monthly Benefit

Accrued benefit.

Postretirement Death Benefit
 Eligibility

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

Benefit

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

Level Income Special Allowance (LISA)
 Eligibility

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

Monthly Benefit

\$550 per month payable until age 62.

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Form of Payment
Normal Form

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

Optional Forms

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

Small Benefits

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

Plan Provisions for participants of the former SSB Plan

Effective Date

December 1, 2006 pursuant to the Joint Venture agreement dated May 2, 2005 between the Boeing Company and the Lockheed Martin Corporation ("LMC"). Most recent amendment effective January 1, 2012.

Plan Year

Calendar year.

Eligibility

Employees represented by participating Collective Bargaining Units are eligible on their date of employment.

Definitions

Credited Service

One year for each plan year in which the participant completes 1,800 or more hours. Partial years of service are granted for each 150 hours if less than 1,800. Prior plan service was included for certain participants as of the effective date.

Continuous Service

An employee's period of employment commencing on the later of the effective date or hire date and ending at termination. Include prior plan continuous service for certain participants.

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Actuarial Equivalence

- Optional forms (other than level income and lump sums) are determined based on an interest rate of 7% and UP-84 Mortality. Mortality is set back one year for single participants and three years for a contingent annuitant.
- Level income benefits are determined based on an interest rate equal to the greater of 5.50% or the current 417(e) interest rate.
- Lump sums are based on applicable interest and mortality as prescribed by the Secretary of the Treasury.

Normal Retirement

Eligibility Requirement

Age 65.

Benefit

Cape, Vandenberg and San Diego IAM, EAA, and UAPP participants: $\$80 \times$ the number of years of Credited Service.

San Diego IUOE and IBEW participants: $\$80 \times$ the number of years of Credited Service.

This benefit is reduced by any benefit payable from the General Dynamics Corporation Hourly Employees' Retirement Plan ($\$34 \times$ years of Credited Service through May 2, 1994).

Former Cape Canaveral participants (NES): Can elect to have their benefits determined in accordance with the provisions of the Retirement Income Plan (RIP).

Early Retirement

Eligibility Requirement

Age 55.

Benefit

Monthly benefit computed as in Normal Retirement, reduced for payment commencing prior to age 65 in accordance with the following:

1. If the sum of the member's age at his benefit commencement date and his years of Continuous Service total 85 or more, or the member has attained age 62 and completed 10 years of service, benefits are unreduced as of the member's Early Retirement Date.

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2. If the member does not meet the requirements of (1), the benefit payable at his Early Retirement Date is reduced by the lesser of:
 - a. $3.00\% \times$ the amount by which 85 exceeds the sum of his age + Continuous Service, or
 - b. 3.00% per year for each year between his Normal Retirement Date and his benefit commencement date.

Effective during 2008, the SSB plan was amended so that ULA will pay the difference between the subsidized and unsubsidized early retirement factors for heritage General Dynamics participants who were not retirement eligible as of the date of the formation of ULA (12/1/2006).

Disability Retirement
Eligibility Requirement

Ten years of Continuous Service and total and permanent disability.

Benefit

An unreduced monthly benefit computed as in Normal Retirement.

Postponed Retirement
Eligibility Requirement

Retirement after normal retirement date.

Monthly Benefit

Normal retirement benefit equal to the accrued benefit determined as of retirement date.

Preretirement Surviving Spouse's Benefit
Eligibility Requirement

Five years of Continuous Service.

Benefit

If the participant dies from active status after becoming eligible for Early Retirement, 50% of the monthly benefit the participant would have received if he had retired on the first of the month following his death. If the participant dies from terminated vested status after becoming eligible for Early Retirement, 50% of the monthly benefit the participant would have received if he had retired on the first of the month preceding or coincident with his death. If the participant had five years of service, but had not attained age 55 upon his death, the benefit is deferred to when he would have attained age 55.

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Termination

Eligibility Requirement

Five years of Continuous Service.

Benefit

A monthly benefit computed as in normal retirement, payable at age 65. Actuarially equivalent benefits are payable as early as age 55.

Pension Improvement

Eligibility Requirement

Five years of Continuous Service.

Benefit

\$94 per month (for San Diego participants) or \$105 per month (for Cape Canaveral and Vandenberg participants) for the participant payable upon the attainment of age 65 and \$94/\$105 per month for participant's spouse, payable upon the spouse's attainment of age 65.

1. For a retired member with between five and 10 years of Continuous Service, the \$94/\$105 benefit $\times$ a fraction equal to the number of years of Continuous Service at Retirement $\div$ 10.
2. For a vested member, the \$94/\$105 benefit $\times$ by a fraction equal to the number of years of Continuous Service at termination $\div$ the number of years from date of hire to age 65.

The Pension Improvement will continue to the spouse upon the participant's death. The amount of the Pension Improvement will be reduced by the Pension Improvement Benefit received from the General Dynamics Corporation Hourly Employees' Retirement Plan.

Form of Payment

Normal Form

- Life annuity for unmarried participants.
- 50% joint and survivor annuity for married participants.

Optional Forms

- 66-2/3%, 75%, and 100% joint and survivor annuity with pop up feature.
- Level income option at age 62 or age 65.
- Five and 10-year certain and life.

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Plan Provisions for participants of the former SSH Plan

Effective Date	December 1, 2006, pursuant to the Joint Venture agreement dated May 2, 2005 between the Boeing Company and the Lockheed Martin Corporation, United Launch Alliance. Most recent amendment effective January 1, 2012.
Plan Year	Calendar Year.
Most Recent Collective Bargaining Agreements	June 1, 2010.
Eligibility	<p>Employees represented by participating collective bargaining units are eligible on their date of employment.</p> <p>Current participating union is UAW Local 2346.</p> <p>Effective November 30, 2005, all CPI participants were spun off to the Lockheed Martin Corporation Retirement Income Plan.</p>
Definitions	
Credited Service	One year for each calendar year in which the participant completes 1,700 hours. Partial years of service are granted if less than 1,700. Prior Plan service is included.
Vesting Service	Accumulated vesting service under the Prior Plan plus one year for each calendar year with 1,000 or more hours after the effective date. Partial years of vesting service are granted.
Prior Plan	Lockheed Martin Pension Plan for Hourly Employees of the Space Systems Group.
Actuarial Equivalent Value	<p>For purpose of calculating lump sums: Applicable mortality table under 417(e) and applicable interest rate under 417(e) for the December preceding the plan year.</p> <p>For other purposes: 1971 GAM Mortality Table and an interest rate of 5.50%.</p>
Normal Retirement Eligibility Requirement	<p>The later of:</p> <ol style="list-style-type: none">1. Age 65, or2. The fifth anniversary of date of hire.

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Benefit

June 1, 2008: \$31.00.
 June 1, 2010: \$34.00.

Multiplied by the number of years of Credited Service.

The benefit is reduced by the benefit payable from the General Dynamics Corporation Hourly Employees' Retirement Plan (\$14.00 × years of Credited Service through May 2, 1994).

Early Retirement

Eligibility Requirement

Age 55 and 10 years of Credited Service.

Benefit

Monthly benefit computed as in Normal Retirement multiplied by the following adjustment factors:

Age at Which Retirement Benefits Commence	Adjustment Factor
64	95.0%
63	90.0%
62	85.0%
61	80.0%
60	80.0%
59	75.0%
58	70.0%
57	65.0%
56	60.0%
55	50.0%

Late Retirement

Eligibility Requirement

Retirement after NRD.

Benefit

Normal retirement benefit equal to the accrued benefit determined as of retirement date.

Disability Retirement

Eligibility Requirement

Ten years of Credited Service and totally and permanently disabled for a minimum of six months.

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Benefit	The unreduced accrued benefit computed as in Normal Retirement paid at double rate until the participant becomes eligible for unreduced Social Security Benefits. The benefit may be offset by benefits payable by Workmen's Compensation or other insurance.
Preretirement Surviving Spouse's Benefit Eligibility Requirement	Five years of Vesting Service and married to a participant for the one-year period ending on the date of participant's death.
Benefit	50% of the monthly benefit the participant would have received if he had retired on the first of the month preceding or coincident with his death and elected a Joint and 50% Survivor Annuity. If the participant was eligible to retire at the time of his death, the benefit is payable immediately. If the participant had 10 years of service, but had not attained age 55 at the time of his death, the benefit is deferred to the month he would have attained age 55. If the participant had between 5 and 10 years of service, but had not attained age 65 at the time of his death, the benefit is deferred to the month he would have attained age 65.
Termination Eligibility Requirement	Five years of Vesting Service or Normal Retirement eligibility.
Benefit	A deferred monthly benefit computed as in Normal Retirement, payable at age 65. Benefit may commence as early as age 55 with reductions equal to the Early Retirement reduction factors.

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Forms of Payment

Normal Form

Life annuity for unmarried participants. 50% joint and survivor annuity for married participants.

Optional forms

- Life annuity.
- 50%, 66-2/3%, and 75% joint and survivor annuity.
- Five- and 10-year certain and life.
- Level income option at age 62 or age 65.

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

Plan Changes Since the Prior Year

Effective January 1, 2012, the United Launch Alliance Pension Plan for Hourly Represented Employees was established as the merger of the former United Launch Alliance Retirement Plan for Employees in the Bargaining Units of the Space Systems Group, United Launch Alliance Pension Plan for Hourly Employees of the Space Systems Group at Harlingen, the United Launch Alliance Pension Plan for IAM #44 Employees, and the United Launch Alliance Pension Plan for IAM #725 and IUOE 501W Employees.

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

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

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Schedule SB, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following assumption changes:

- The retirement rate assumption for terminated vested employees was updated

This change was made to better reflect anticipated plan experience. The assumption change did not reduce the funding shortfall; as such, approval of the Commissioner is not required.

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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Attained Age	Number of Participants and Average Compensation									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25	4	4								
25-29	2	20 \$45,331	3							
30-34	2	20 \$38,612	9	5						
35-39		26 \$49,679	10	17	5					
40-44	1	17	10	33 \$44,481	9	14				
45-49	3	17	17	47 \$41,564	15	45 \$5,083	20 \$8,870	1		
50-54		20 \$43,298	17	61 \$30,212	32 \$27,077	63 \$7,421	48 \$6,309	21 \$0		
55-59	2	12	11	38 \$25,658	15	43 \$8,278	42 \$4,068	13	1	
60-64		4	5	5	8	26 \$9,219	11	9	1	
65-69	1	1		2	2	2	2		1	1
70+			1			1	1		1	1

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

Interest Rates	Based on segment rates with no lookback (as of January 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21.
1st Segment Rate	5.54%.
2nd Segment Rate	6.85%.
3rd Segment Rate	7.52%.
Salary Increases	BCERP: See Table 1. SSB Cape Canaveral Participants: 5.50%.
Optional Payment Form Election Percentage	SSB & SSH: 100% Single Life Annuity. BCERP: 70% of Males and 25% of Females are assumed to elect the 50% Joint and Survivor option. All others elect the Single Life Annuity. MDC-W: 70% of Males and 25% of Females are assumed to elect the 55% Joint and Survivor option. All others elect the Single Life Annuity.
Retirement Age	
Active Participants	See Tables 2–4.
Terminated Vested Participants	Age 61.
Mortality Rates	
Healthy and Disabled	2012 static mortality table for annuitants and non-annuitants per section 1.430(h)(3)-1(e).
Withdrawal Rates	See Tables 5–7.
Disability Rates	See Tables 8–9.
Decrement Timing	Middle-of-year decrements, with 100% retirement occurring at beginning of year.

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Surviving Spouse Benefit	BCERP and MDC-W: It is assumed that 100% of males and 100% of females have an eligible spouse, and that males are three years older than their spouses. SSB and SSH: It is assumed that 80% of males and 50% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$200,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value. A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).
Expected Return on Assets	
2010 Plan Year	8.00%, limited to 6.76%.
2011 Plan Year	8.00%, limited to 6.46%.
Trust Expenses Included in Target Normal Cost	Based on expected administrative expenses to be paid during the next year (\$650,000 for 2012).
Actuarial Method	Standard unit credit cost method.
Valuation Date	January 1, 2012.

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Table 1

Salary Merit Increase Rates—BCERP

Age	Rate
25	9.00%
26	9.00%
27	8.60%
28	8.40%
29	8.10%
30	7.90%
31	7.70%
32	7.20%
33	6.70%
34	6.20%
35	5.70%
36	5.20%
37	5.10%
38	5.00%
39	4.90%
40	4.80%
41	4.70%
42	4.70%
43	4.60%
44	4.60%
45	4.50%
46	4.50%
47	4.40%
48	4.30%
49	4.20%
50	4.10%
51+	4.00%

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Table 2

Retirement Rates— BCERP

Age	Rate
55	15.00%
56	10.00%
57	10.00%
58	10.00%
59	13.00%
60	16.00%
61	19.00%
62	24.00%
63	19.00%
64	24.00%
65	32.00%
66	24.00%
67	21.00%
68	21.00%
69	21.00%
70+	100.00%

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Table 3

Retirement Rates— MDC-W

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

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Table 4

Retirement Rates—SSB & SSH

Age	Rate
55	10.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	20.00%
61	15.00%
62	35.00%
63	20.00%
64	30.00%
65	40.00%
66	30.00%
67	25.00%
68	30.00%
69	35.00%
70+	100.00%

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Table 5

Withdrawal Rates—BCERP

Service	Rate
0	8.50%
1	8.50%
2	8.50%
3	8.50%
4	8.50%
5	8.50%
6	8.50%
7	8.50%
8	8.50%
9	7.00%
10	6.00%
11	5.00%
12	4.00%
13	3.00%
14	3.00%
15	3.00%
16	3.00%
17	2.80%
18	2.60%
19	2.40%
20	2.20%
21	2.00%
22	2.00%
23	2.00%
24+	2.00%

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Table 6

Withdrawal Rates—MDC-W

<u>Service</u>	<u>Rate</u>
0–7	10.00%
8	8.50%
9	7.00%
10	6.00%
11	5.50%
12	5.00%
13	4.00%
14	3.50%
15	3.20%
16	2.70%
17–18	2.50%
19+	2.00%

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Withdrawal Rates—SSB & SSH

Age	Years of Service			
	0–1	2–4	5–9	10+
15	39.64%	0.00%	0.00%	0.00%
16	39.64%	0.00%	0.00%	0.00%
17	39.64%	0.00%	0.00%	0.00%
18	39.64%	0.00%	0.00%	0.00%
19	20.23%	0.00%	0.00%	0.00%
20	17.99%	14.19%	0.00%	0.00%
21	22.38%	18.19%	0.00%	0.00%
22	24.07%	19.60%	15.00%	0.00%
23	23.85%	19.58%	15.09%	0.00%
24	22.70%	18.32%	14.25%	0.00%
25	21.74%	17.14%	12.96%	0.00%
26	20.95%	16.27%	11.29%	0.00%
27	20.41%	15.29%	9.97%	0.00%
28	19.42%	14.52%	9.15%	8.75%
29	18.73%	13.93%	8.69%	5.21%
30	18.61%	13.58%	8.39%	4.84%
31	18.83%	13.09%	8.02%	5.39%
32	18.32%	12.60%	7.76%	5.47%
33	17.39%	11.97%	7.56%	5.30%
34	16.94%	11.33%	7.37%	5.15%
35	16.78%	11.02%	7.15%	5.02%
36	16.69%	10.98%	6.85%	4.87%
37	16.29%	10.99%	6.68%	4.68%
38	16.00%	10.77%	6.44%	4.43%
39	15.36%	10.59%	6.27%	4.32%
40	15.91%	10.35%	6.01%	4.15%
41	15.94%	10.01%	5.89%	3.93%
42	16.05%	9.72%	5.84%	3.86%
43	15.98%	9.71%	5.75%	3.81%
44	15.88%	9.62%	5.77%	3.79%

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Withdrawal Rates—SSB & SSH

Age	Years of Service			
	0–1	2–4	5–9	10+
45	15.48%	9.47%	5.82%	3.73%
46	15.61%	9.54%	5.81%	3.64%
47	15.30%	9.47%	5.61%	3.66%
48	15.15%	9.37%	5.52%	3.70%
49	15.53%	9.02%	5.60%	3.65%
50	15.60%	8.90%	5.32%	3.49%
51	15.35%	9.32%	5.13%	3.38%
52	14.35%	9.52%	4.99%	3.35%
53	14.34%	9.24%	4.70%	3.22%
54	14.17%	8.80%	4.12%	2.37%
55	13.52%	7.82%	2.59%	0.88%
56	12.84%	7.49%	1.84%	0.23%
57	12.66%	7.67%	1.54%	0.11%
58	12.74%	7.68%	1.58%	0.22%
59	13.50%	7.94%	1.92%	0.31%
60	13.63%	7.84%	2.12%	0.20%
61+	0.00%	0.00%	0.00%	0.00%

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Table 8

Disability Rates—BCERP & MDC-W

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

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Table 9

Disability Rates—SSB & SSH

Age	Rate	Age	Rate
15	0.03%	45	0.10%
16	0.03%	46	0.11%
17	0.03%	47	0.12%
18	0.03%	48	0.14%
19	0.03%	49	0.16%
20	0.03%	50	0.18%
21	0.03%	51	0.20%
22	0.03%	52	0.23%
23	0.03%	53	0.26%
24	0.03%	54	0.30%
25	0.03%	55	0.36%
26	0.04%	56	0.42%
27	0.04%	57	0.50%
28	0.04%	58	0.59%
29	0.04%	59	0.69%
30	0.04%	60	0.90%
31	0.04%	61	1.16%
32	0.04%	62	1.46%
33	0.05%	63	1.81%
34	0.05%	64	2.22%
35	0.05%	65+	1.00%
36	0.05%		
37	0.05%		
38	0.06%		
39	0.06%		
40	0.07%		
41	0.07%		
42	0.08%		
43	0.08%		
44	0.09%		