

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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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>HAWKER BEECHCRAFT SAVINGS AND INVESTMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>004</u>	1c Effective date of plan <u>04/01/2007</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HAWKER BEECHCRAFT CORPORATION</u> <u>10511 EAST CENTRAL</u> <u>P. O. BOX 85</u> <u>WICHITA, KS 67201-0085</u>	2b Employer Identification Number (EIN) <u>48-0135770</u>	2c Sponsor's telephone number <u>316-676-1358</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.	10/15/2013	DONALD ALVORD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	DONALD ALVORD
	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 HAWKER BEECHCRAFT CORPORATION 10511 EAST CENTRAL P. O. BOX 85 WICHITA, KS 67201-0085		3b Administrator's EIN 48-0135770 3c Administrator's telephone number 316-676-1358
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 7823
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..... b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits..... f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6a 4397 6b 16 6c 2019 6d 6432 6e 21 6f 6453 6g 6187 6h 235
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

A Name of plan HAWKER BEECHCRAFT SAVINGS AND INVESTMENT PLAN	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 HAWKER BEECHCRAFT CORPORATION	D Employer Identification Number (EIN) 48-0135770

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
64 37 65 71 60	RECORDKEEPER	151222	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
AM CENT SM CAP VAL I - AMERICAN CEN 44-0619208	0.15%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
ARTISAN MID CAP VAL - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.40%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
COHEN & STEERS RLTY - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.40%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COL VALUE & RSTRG Z - COLUMBIA MGT 04-3156901	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DODGE & COX INTL STK - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
EAGLE SM CAP GRTH I - JPMORGAN INVE 73 TREMONT STREET BOSTON, MA 02108	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GS MIDCAP VALUE INST - GOLDMAN, SAC 13-5108880	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HTFD INTL OPP HLS IA - HARTFORD ADM 41-0679409	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS ENDEAVOR R5 - INVESCO CANADA L 5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6 CA	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p>		
JPM GOVT BOND SELECT - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%	
<p>(a) Enter service provider name as it appears on line 2</p> <p>(b) Service Codes (see instructions)</p> <p>(c) Enter amount of indirect compensation</p>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p>		
JPM US EQUITY INST - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%	
<p>(a) Enter service provider name as it appears on line 2</p> <p>(b) Service Codes (see instructions)</p> <p>(c) Enter amount of indirect compensation</p>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p>		
LZRD EMRG MKTS EQ IS - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NB GENESIS - INST CL - STATE STREET 04-0025081	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OAKMARK GLOBAL I - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIM TOTAL RT INST - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.02%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>TRP SM CAP STOCK - T. ROWE PRICE SE</p> <p>52-2269240</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.15%</p>		
<p>(a) Enter service provider name as it appears on line 2</p> <p>FIDELITY INVESTMENTS INSTITUTIONAL</p>		
<p>(b) Service Codes (see instructions)</p> <p>60</p>		
<p>(c) Enter amount of indirect compensation</p> <p>0</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p> <p>WFA INTL BOND IS - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p> <p>0.20%</p>		
<p>(a) Enter service provider name as it appears on line 2</p>		
<p>(b) Service Codes (see instructions)</p>		
<p>(c) Enter amount of indirect compensation</p>		
<p>(d) Enter name and EIN (address) of source of indirect compensation</p>		
<p>(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.</p>		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div> 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>HAWKER BEECHCRAFT SAVINGS AND INVESTMENT PLAN</u>	B Three-digit plan number (PN)	<u>004</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>HAWKER BEECHCRAFT CORPORATION</u>	D Employer Identification Number (EIN) <u>48-0135770</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
(Complete as many entries as needed to report all interests in DFEs)	

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MIP II CL 2

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN <u>04-3022712-025</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>107053936</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>HAWKER BEECHCRAFT SAVINGS AND INVESTMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HAWKER BEECHCRAFT CORPORATION</u>	D Employer Identification Number (EIN) <u>48-0135770</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	261701	188609
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	68856	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	34704422	0
	(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)	24575446	20874441
	(9) Value of interest in common/collective trusts.....	1c(9)	117062680	107053936
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	264998896	307930144
	(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	441672001	436047130

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	441672001	436047130
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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)	10101951	
(B) Participants	2a(1)(B)	23571117	
(C) Others (including rollovers)	2a(1)(C)	1181836	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		34854904
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)	782951	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		782951
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	308681	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	13718980	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		14027661
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	36749843	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	35013103	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1736740
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1605580
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		23676856
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		76684692

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	81906180	
(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)		81906180
f Corrective distributions (see instructions)	2f		18717
g Certain deemed distributions of participant loans (see instructions).....	2g		205477
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	179189	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		179189
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		82309563

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-5624871
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 LLP

(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		23924
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		20000000
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.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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.

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

A Name of plan <u>HAWKER BEECHCRAFT SAVINGS AND INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HAWKER BEECHCRAFT CORPORATION</u>	D Employer Identification Number (EIN) <u>48-0135770</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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Hawker Beechcraft Savings and Investment Plan

**Financial Statements and Supplemental Schedules
December 31, 2012 and 2011**

Hawker Beechcraft Savings and Investment Plan

Index

December 31, 2012 and 2011

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* Other supplemental schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



Grant Thornton

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Grant Thornton LLP
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Wichita, KS 67226-2708
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To the Participants and Administrator of
Hawker Beechcraft Savings and Investment Plan

Report on the financial statements

We were engaged to audit the accompanying 2012 financial statements of Hawker Beechcraft Savings and Investment Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), 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 9, 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 for the year then ended, 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.

Supplementary information

The supplemental schedule of delinquent participant contributions for the year ended December 31, 2012 and of assets (held at end of year) as of December 31, 2012 are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Other matter

The financial statements of the Plan as of and for the year ended December 31, 2011 were audited by other auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed the other auditors not to perform, and they did not perform, any auditing procedures with respect to the certified information. Their report, dated October 15, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion, and accordingly, they did not express an opinion on the financial statements, and (b) the form and content of the information included in the financial statements, other than that derived from the certified information, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The report included an emphasis of matter paragraph that described the impact on the Plan of Hawker Beechcraft Corporation, the Plan Sponsor, filing for protection under Chapter 11 of the United States Bankruptcy Code.

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

The form and content of the information included in the 2012 financial statements and supplemental schedules, other than that derived from the certified information described in Note 9, 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 ERISA.

Grant Thornton LLP

Wichita, Kansas
October 15, 2013

Hawker Beechcraft Savings and Investment Plan
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value (Note 5)		
Common stock	\$ -	\$ 34,704,422
Registered investment companies	307,930,144	264,998,896
Common collective trusts	107,053,936	117,062,680
	<hr/>	<hr/>
Total investments	414,984,080	416,765,998
Receivables		
Company contributions	188,609	261,701
Notes receivable from participants	20,890,024	24,590,154
Accrued investment income and other receivables	-	68,856
	<hr/>	<hr/>
Total receivables	21,078,633	24,920,711
	<hr/>	<hr/>
Total assets	436,062,713	441,686,709
Liabilities		
Other payables	565	20,312
	<hr/>	<hr/>
Net assets available for benefits at fair value	436,062,148	441,666,397
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	(2,903,271)	(2,844,233)
	<hr/>	<hr/>
Net assets available for benefits	\$ 433,158,877	\$ 438,822,164
	<hr/>	<hr/>

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

Hawker Beechcraft Savings and Investment Plan
Statements of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012 and 2011

	2012	2011
Additions to net assets attributable to		
Net appreciation in fair value of investments (Note 5)	\$ 26,960,138	\$ -
Interest and dividends	14,027,661	10,517,350
	40,987,799	10,517,350
Interest income on notes receivable from participants	783,827	942,376
Contributions and deferrals		
Employee contributions	23,590,864	29,139,710
Company contributions	10,101,951	12,128,639
Rollover contributions	1,181,836	1,541,892
	34,874,651	42,810,241
Total additions	76,646,277	54,269,967
Deductions from net assets attributable to		
Net depreciation in fair value of investments (Note 5)	-	16,276,614
Distributions to participants	82,130,374	53,152,770
Administrative expenses	179,190	178,511
Total deductions	82,309,564	69,607,895
Decrease in net assets available for benefits	(5,663,287)	(15,337,928)
Net assets available for benefits		
Beginning of year	438,822,164	454,160,092
End of year	\$ 433,158,877	\$ 438,822,164

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

Hawker Beechcraft Savings and Investment Plan

Notes to Financial Statements

December 31, 2012 and 2011

1. Description of Plan

General

The following description of the Hawker Beechcraft Savings and Investment Plan (the "Plan") provides only general information. Participants of the Plan should refer to the plan document for a complete description of the Plan's provisions.

Hawker Beechcraft, Inc. ("HBI") was formed in late 2006 by GS Capital Partners VI, L.P., an affiliate of The Goldman Sachs Group, Inc., and Onex Partners II LP, an affiliate of Onex Corporation, for the purpose of purchasing the Raytheon Aircraft business from Raytheon Company (the "Acquisition"). The Plan is a defined contribution plan sponsored by Hawker Beechcraft Corporation, covering the majority of employees of Hawker Beechcraft Corporation and its affiliates ("HBC" or the "Company"). HBC is a wholly owned subsidiary of HBI. The Acquisition was completed on March 26, 2007. The Plan was adopted on the date of the Acquisition.

The Plan consists of two parts, the Savings and Investment Plan ("401(k) Plan") and the Retirement Income Savings Program ("RISP"). The 401(k) Plan is comprised of contributions from employees ("Employee Contributions") and the Company ("Company Match"). The RISP is comprised of contributions from the Company ("RISP Contributions") only. Most employees are immediately eligible to enroll in the 401(k) Plan on the first day of service. Most employees hired or rehired on or after January 1, 2007 who are not covered under a collective bargaining agreement and are not accruing a benefit under a tax-qualified defined benefit pension plan sponsored by the Company ("RISP Participants") are immediately eligible to participate and are enrolled in the RISP. The purpose of the Plan is to provide participants with tax-effective means of meeting both short-term and long-term investment objectives.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Plan's investments are held in the Hawker Beechcraft Savings and Investment Plan Trust (the "Trust").

See Summary of Significant Accounting Policies (Note 2) below for further details.

Contributions and Deferrals

Employees may contribute to the 401(k) Plan up to 50% of their annual compensation. Annual earnings in excess of \$250,000, adjusted annually for changes in the cost of living as provided in Section 401(a)(17) of the Internal Revenue Code (the "Code"), are not eligible when determining benefits under the Plan. Employee contributions, including rollovers, are invested based on an investment allocation determined by participant elections ("Investment Allocation"). For 2012, the annual employee pre-tax elective deferral contributions for a participant cannot exceed \$17,000, plus catch-up contributions. Participants also may make after-tax contributions, but total employee (pre-tax and after-tax) contributions and employer contributions may not exceed \$50,000 for the 2012 plan year, plus catch-up contributions. A participant who is eligible to make elective pre-tax contributions and is at least age 50 by the end of 2012 may make pre-tax catch-up contributions up to \$5,500.

The Plan includes an auto-enrollment provision whereby newly hired employees are automatically enrolled at a contribution rate of 4% of their eligible compensation if they have not enrolled within 30 days of their first day of work. If an employee wishes not to participate or wishes to participate

Hawker Beechcraft Savings and Investment Plan

Notes to Financial Statements

December 31, 2012 and 2011

at a contribution rate of less than 4%, they must change their contribution rate accordingly within 30 days of their first day of work.

The Company matches 50% of the first 4% of contributions. For union employees, the Company matched 100% of the first 4% of contributions prior to August 2011. Company Match is made in cash and is invested based on the participant's Investment Allocation.

The Company makes RISP Contributions in addition to any Company Match that may be contributed. The RISP Contributions range from 3% to 9% of compensation and are determined by the employee's age, date of employment or re-employment, and number of years employed since the date of employment or re-employment (whichever is most recent) and are made in cash and invested based on the participant's Investment Allocation.

Participants may invest contributions in increments of 1% in any combination of investment alternatives available, subject to percentage limitations applicable to some funds. The investment objectives range from investments with an emphasis on preservation of capital to equity investments with an emphasis on capital gains. The underlying investment opportunities include cash and equivalents, registered investment companies, common collective trusts, bonds and other investments.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's Match, and an allocation of Plan earnings ("401(k) Account"). RISP Participants have a separate account ("RISP Account") to which all RISP Contributions and earnings are credited. Plan earnings are allocated based on account balances by investment option. Expenses payable by the Plan are charged to participant accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

All Employee Contributions, Company Match and earnings thereon are immediately 100% vested for each Plan participant performing one hour of service. All RISP Contributions and earnings thereon are 100% vested after three uninterrupted years of work at the Company. RISP Contributions for most RISP Participants who terminated on or prior to December 31, 2006 and were then rehired on or after January 1, 2007 are immediately 100% vested. Forfeitures of the nonvested portions of participants' RISP accounts are used to reduce Company contributions. Forfeitures of \$697,825 and \$2,043,198 were used to reduce Company contributions during the years ended December 31, 2012 and 2011, respectively. Forfeitures available for future use were \$461,997 and \$232,048 at December 31, 2012 and 2011, respectively.

Distributions to Participants

A participant may make certain in-service withdrawals, including all or a portion of participant after-tax contributions and related earnings at any time and all or a portion of participant pre-tax Employee Contributions, Company Match and related earnings upon attainment of the age 59 and one half. For reasons of financial hardship, a participant may withdraw all or a portion of participant Employee Contributions, Company Match and related earnings on Company Match subject to a reduction in the maximum participant pre-tax contribution rate for the next six months. On termination of employment, a participant will receive a lump sum distribution of their vested account. If termination is due to normal retirement, death, or disability the distribution will be automatically 100% vested. If termination is for any other reason other than death, and the vested account is valued in excess of \$1,000, the participant may defer distribution until April 1 of the year following the year in which the participant reaches the age 70 and one half. If termination is due to

Hawker Beechcraft Savings and Investment Plan

Notes to Financial Statements

December 31, 2012 and 2011

death and the vested account is valued in excess of \$1,000, distribution may be deferred no later than December 31 of the calendar year containing the fifth anniversary of the participant's death.

Loans to Participants

A participant may borrow a portion of the balance in the participant's 401(k) account, subject to certain restrictions. The maximum amount of a loan is the lesser of one-half of the participant's account balance or \$50,000. The minimum loan is \$500. A participant may have two loans outstanding at one time. Loans are secured by the balance in the participant's account and bear a reasonable rate of interest commensurate with the interest rates charged under similar circumstances by persons in the business of lending money. Loans must be repaid over a period of up to five years, except that if the loan is used to acquire a dwelling which is to be used as a principal residence of the participant, the repayment period may extend to up to 15 years. Loan payments and interest payments are credited to the borrower's account in the investment fund or funds according to the participant's current investment election. Loans are valued at principal outstanding, plus accrued but unpaid interest. The interest rates on the outstanding loans ranged from 3.25% to 9.5% as of December 31, 2012. Loans may not be secured against a RISP Participant's RISP Account. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

2. Summary of Significant Accounting Policies

Use of Estimates and Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting, except for benefit payments, which are recorded when paid.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of net assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from the estimates included in the financial statements.

Risks and Uncertainties

The Plan provides for various investment options in any combination of stocks, mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risk. 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 risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults, and credit rating downgrades.

Investment Valuation and Income Recognition

Plan investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Hawker Beechcraft Savings and Investment Plan

Notes to Financial Statements

December 31, 2012 and 2011

The Plan presents in the Statements of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of its investments, which includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Security transactions are recorded on the trade date.

Dividend income is recorded on the ex-dividend date.

Interest income is recorded on the accrual basis.

As described in FASB Accounting Standards Codification 962, *Plan Accounting* ("ASC 962"), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust. As required by ASC 962, the Statements of Net Assets Available for Benefits present the fair value of the fully benefit responsive investment contracts in the collective trust and the adjustment from fair value to contract value relating to the investment contracts. The Statements of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Administrative Expenses

Substantially all expenses of administering the Plan, such as legal and other administration fees, are charged to participant accounts, usually allocated evenly among all accounts based on the number of participants. Administrative expenses not paid by the Plan may be paid by the Company.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

The Plan evaluated and disclosed subsequent events through October 15, 2013, which represents the date which the financial statements were available to be issued.

3. Fair Value Measurements

ASC 820, *Fair Value Measurement* defines fair value, establishes a framework for measuring fair value and requires disclosures regarding fair value measurements.

ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into the following three broad categories:

Level 1 Inputs – Quoted prices for identical assets and liabilities in active markets.

Level 2 Inputs – Quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; observable inputs other than quoted prices; and inputs that are derived principally from or corroborated by other observable market data.

Hawker Beechcraft Savings and Investment Plan

Notes to Financial Statements

December 31, 2012 and 2011

Level 3 Inputs – Unobservable inputs reflecting the entity's own assumptions about the assumptions market participants would use in pricing the asset or liability.

The following tables present the Plan's assets measured at fair value on a recurring basis:

December 31, 2012				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets				
Mutual funds				
Bond funds	\$ 23,868,980	\$ -	\$ -	\$ 23,868,980
Equity funds	10,135,834	-	-	10,135,834
Fixed income funds	2,353,169	-	-	2,353,169
Growth funds	51,574,980	-	-	51,574,980
Lifecycle funds	119,947,927	-	-	119,947,927
Specialty stock funds	5,856,024	-	-	5,856,024
Value/blend funds	94,193,230	-	-	94,193,230
Common collective trust	-	107,053,936	-	107,053,936
Total	\$ 307,930,144	\$ 107,053,936	\$ -	\$ 414,984,080

December 31, 2011				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets				
Mutual funds				
Bond funds	\$ 22,086,718	\$ -	\$ -	\$ 22,086,718
Equity funds	9,938,803	-	-	9,938,803
Fixed income funds	78,312	-	-	78,312
Growth funds	53,568,070	-	-	53,568,070
Lifecycle funds	85,666,888	-	-	85,666,888
Specialty stock funds	4,185,510	-	-	4,185,510
Value/blend funds	89,474,595	-	-	89,474,595
Common stock				
Industrial	34,704,422	-	-	34,704,422
Common collective trust	-	117,062,680	-	117,062,680
Total	\$ 299,703,318	\$ 117,062,680	\$ -	\$ 416,765,998

Following is a description of the valuation methodologies used for assets measured at fair value:

Mutual funds – valued at the net asset value (“NAV”) of shares held by the Plan at year end. The mutual funds held by the Plan are actively traded.

Common stock – valued at the closing price reported on the active market on which the individual securities are traded.

Common Collective Trust – The Common Collective Trust is a Stable Value Fund, which invests in Synthetic Guaranteed Investment Contracts (GICs). It is valued based on the fair value of the underlying investments, common collective trusts. The fund assets of the GIC's are valued at the NAV on the last calendar day of the period. The fair value of the wrapper contract is determined using a discounted cash flow model that considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities.

Hawker Beechcraft Savings and Investment Plan

Notes to Financial Statements

December 31, 2012 and 2011

4. Stable Value Fund

The primary purpose of the Stable Value Fund (the Fund) is to provide preservation of capital and a competitive level of income over time that is consistent with the preservation of capital. To achieve the above objectives, the Fund invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enters into "wrap" contracts issued by third-parties, and invests in cash equivalents represented by shares in money market funds. Exposure of the Fund to credit wrap risk is minimized by diversification of the wrap contracts across an approved group of issuers. The Fund's ability to receive amounts due pursuant to these contracts is dependent upon the issuers' ability to meet their financial obligations.

Because these contracts are fully benefit-responsive, contract value is the relevant measurement attribute for the portion of the net assets available for benefits attributable to the GIC's.

Contract value, as reported by the Plan, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. In a wrapper investment contract structure, the underlying investments are owned by the Fund and held in trust for Plan participants. The Fund purchases a wrapper contract from an issuer that amortizes the realized and unrealized gains and losses on the underlying fixed income investments, typically over the duration of the investments, through adjustments to the future interest crediting rate (which is the rate earned by participants in the Fund for the underlying investments). The issuer provides assurance that the adjustments to the interest crediting rate will not result in a future interest crediting rate that is less than zero.

The key factors that influence future interest crediting rates for a synthetic GIC include:

- The level of market interest rates;
- The amount and timing of participant contributions, transfers, and withdrawals into/out of the wrapper contract;
- The investment returns generated by the fixed income investments covered by the wrapper contract; and
- The duration of the underlying investments backing the wrapper contract.

Interest crediting rates for synthetic GICs are typically reset on a monthly or quarterly basis. The crediting rate formula amortizes the Fund's realized and unrealized market value gains and losses over the duration of the contract's underlying investments. All synthetic GICs provide for a minimum interest crediting rate of zero percent. In the event that the interest crediting rate should fail to zero and the requirements of the wrapper contract are satisfied, the wrapper issuers will pay to the Plan the shortfall needed to maintain the interest crediting rate at zero. This helps to ensure that participants' principal and accrued interest will be protected.

In certain circumstances, the amount withdrawn from the synthetic GIC would be payable at fair value rather than at contract value, known as value events. Value events could include the termination of the Plan, a material adverse change to the provisions of the Plan, or a decision to withdraw from the contract in order to change to a different investment provider. The Plan Administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Hawker Beechcraft Savings and Investment Plan

Notes to Financial Statements

December 31, 2012 and 2011

The following summarizes the average yields earned by the fund's fully benefit-responsive contracts during 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Based on actual earnings	0.71%	1.11%
Based on interest rate credited to participants	1.65%	1.97%

The following are brief descriptions of the synthetic GICs' and wrapper contracts held by the Fund at December 31, 2012:

	<u>Contract Value</u>	<u>Adjustment to Fair Value</u>	<u>Fair Value</u>
Monumental Life Insurance Company Rated AA- Yield 1.55%	\$ 21,444,260	\$ 590,888	\$ 22,035,148
State Street Bank & Trust Rated AA- Yield 1.60%	20,075,223	578,417	20,653,640
JP Morgan Chase Bank Rated A+ Yield 1.67%	27,229,527	832,370	28,061,897
Bank of Tokyo - Mitsubishi Rated A+ Yield 1.51%	20,048,836	547,387	20,596,223
American General Life Rated A+ Yield 1.54%	12,973,414	354,209	13,327,623
Fidelity Institutional Money Market Fund Yield 0.14%	<u>2,379,405</u>	<u>-</u>	<u>2,379,405</u>
Totals	<u>\$ 104,150,665</u>	<u>\$ 2,903,271</u>	<u>\$ 107,053,936</u>

Hawker Beechcraft Savings and Investment Plan

Notes to Financial Statements

December 31, 2012 and 2011

The following are brief descriptions of the synthetic GICs' and wrapper contracts held by the Fund at December 31, 2011:

	<u>Contract Value</u>	<u>Adjustment to Fair Value</u>	<u>Fair Value</u>
Monumental Life Insurance Company Rated AA- Yield 1.86%	\$ 23,226,684	\$ 540,896	\$ 23,767,580
AIG Financial Products Corporation Rated A- Yield 1.85%	14,048,296	323,735	14,372,031
State Street Bank & Trust Rated AA- Yield 1.91%	21,737,419	532,621	22,270,040
Rabobank Nederland AAA Yield 2.04%	21,709,834	602,858	22,312,692
JP Morgan Chase Bank AA- Yield 1.98%	29,486,290	844,123	30,330,413
Fidelity Institutional Money Market Fund Yield 0.19%	<u>4,009,924</u>	<u>-</u>	<u>4,009,924</u>
Totals	<u>\$ 114,218,447</u>	<u>\$ 2,844,233</u>	<u>\$ 117,062,680</u>

Hawker Beechcraft Savings and Investment Plan

Notes to Financial Statements

December 31, 2012 and 2011

5. Investments

The following tables present the Plan's fair value of investments at December 31, 2012 and 2011.

Investments that represent five percent or more of the Plan's net assets are separately identified.

Investments at Fair Value	December 31, 2012	December 31, 2011
Cohen & Steers Realty Shares	\$ 5,856,024	\$ 4,185,510
T. Rowe Price Small Cap Stock	7,212,121	5,418,951
PIMCO Total Return Inst CL	17,683,232	16,990,386
Lazard Emerging Markets Equity Fund Inst	843,463	7,307
Vanguard Small Cap Index Fund Signal	453,238	69,523
JP Morgan US Equity Inst CL	10,811,300	9,748,511
Columbia Value & Restructuring Z	25,466,174 *	27,107,424 *
JP Morgan Government Bond Select CL	2,447,697	506,792
American Cent Small Cap Val Inst CL	3,233,212	3,300,445
Vanguard PRIMECAP Fund Admiral Shares	28,284,816 *	28,428,227 *
Neuberger Berman Genesis Fund Inst CL	13,102,766	13,618,158
Artisan Mid Cap Value Inv CL	3,783,870	2,847,844
Oakmark Global CL I	3,962,845	3,846,383
First Eagle Overseas Inst CL	6,403,347	6,020,821
Wells Fargo International Bond Fund IS	3,738,051	4,589,540
Dodge & Cox Intl Stock	3,732,487	3,917,982
Eagle Small Cap Growth Fund CL I	10,187,398	11,521,685
Invesco Endeavor Fund R5 CL	1,816,725	1,416,259
Raytheon Common Stock	-	34,703,182 *
Fidelity High Income Fund	2,353,169	78,312
Managed Income Portfolio II Class 2	107,053,936 *	117,062,680 *
Spartan Extended Market Index Fund - Fidelity Advantage CL	710,871	13,707
Fidelity Freedom K Fund	584,491	556,532
Fidelity Freedom K 2000 Fund	231,733	217,847
Fidelity Freedom K 2005 Fund	403,391	530,863
Fidelity Freedom K 2010 Fund	3,267,600	3,403,398
Fidelity Freedom K 2015 Fund	15,406,883	11,342,063
Fidelity Freedom K 2020 Fund	28,964,418 *	18,952,726
Fidelity Freedom K 2025 Fund	25,270,542 *	17,224,065
Fidelity Freedom K 2030 Fund	17,239,223	12,287,472
Fidelity Freedom K 2035 Fund	11,483,807	8,151,722
Fidelity Freedom K 2040 Fund	8,227,930	6,428,429
Fidelity Freedom K 2045 Fund	5,171,443	3,915,462
Fidelity Freedom K 2050 Fund	3,316,673	2,651,403
Fidelity Freedom K 2055 Fund	379,793	4,906
Spartan 500 Index Inst CL	27,870,039 *	26,835,926 *
Spartan International Index Fund Inst CL	8,029,372	8,862,315
Raytheon Stock - Stock Purchase Account	-	1,240
Total Investments	<u>\$ 414,984,080</u>	<u>\$ 416,765,998</u>

* 5% or more of net assets available for benefits

The fund holding Raytheon Common Stock was terminated as an investment option and liquidated in March of 2012 with remaining balances moved to the age appropriate Fidelity Freedom K Fund.

Hawker Beechcraft Savings and Investment Plan

Notes to Financial Statements

December 31, 2012 and 2011

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as those investments held during the year) appreciated in value by \$26,960,138. During the year ended December 31, 2011, the Plan's investments depreciated in value by \$16,276,614. Net appreciation (depreciation) by investment category for the years ended December 31, 2012 and 2011 was as follows:

	Year Ended December 31, 2012	Year Ended December 31, 2011
Registered investment companies	\$ 23,676,856	\$ (19,196,992)
Common collective trusts	1,546,542	1,395,555
Other investments	<u>1,736,740</u>	<u>1,524,823</u>
Net appreciation (depreciation) in fair value of investments	<u>\$ 26,960,138</u>	<u>\$ (16,276,614)</u>

6. Plan Termination

Although it has not expressed any intention to do so, the Company reserves the right under the Plan at any time to discontinue its contributions and to terminate the Plan subject to the provisions of ERISA. Upon termination of the Plan, all participants become fully vested in their accounts. In the event of plan termination, after payment of all expenses and adjustment of accounts to reflect such expenses, fund losses or profits, and reallocations, each participant shall be entitled to receive all amounts then in his or her account.

On May 3, 2012, the plan sponsor filed for protection under Chapter 11 of the United States Bankruptcy code. The filing did not have an impact on the Plan.

7. Federal Income Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by letter dated December 19, 2011 that the Plan is designed in accordance with the applicable requirements of the Internal Revenue Code ("IRC"). Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan has been amended since receiving the determination letter; however, the plan administrator believes that the current design and operation of the Plan are consistent with continued qualification of the Plan. The Company has indicated that it will take the necessary steps, if any, to maintain the Plan's qualified status.

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 administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan believes it is no longer subject to income tax examinations for years prior to 2009.

Hawker Beechcraft Savings and Investment Plan

Notes to Financial Statements

December 31, 2012 and 2011

8. Parties-in-Interest

The trustee of the Plan is Fidelity Management Trust Company ("Fidelity" or the "Trustee"). Certain Plan investments are shares of registered investment companies managed by affiliates of the Trustee and therefore, these transactions qualify as party-in-interest transactions. The fair value of the Plan's investments managed by Fidelity totaled \$265,965,314 and \$238,519,828 at December 31, 2012 and 2011, respectively. Fidelity is considered a party-in-interest as defined by ERISA.

9. Summary of Information Certified by the Trustee

As permitted by 29 CFS 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA, the Plan sponsor has accepted the certifications of Fidelity as to the accuracy and completeness of the investment information included in the accompanying financial statements and supplemental schedule and instructed the Plan's independent auditors not to perform any auditing procedures with respect to such information. Accordingly, the following information certified by Fidelity as of and for the years ended December 31, 2012 and 2011 was not subjected to any auditing procedures except for comparing such information with the related information contained in the accompanying financial statements and supplemental schedule:

- Investments at fair value as of December 31, 2012 and 2011, which are included in the Statements of Net Assets Available for Benefits.
- Net appreciation (depreciation), which is included in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2012 and 2011.
- All information regarding assets held by the trustee at December 31, 2012 as included in Schedule H Line 4i – Schedule of Assets (held at end of year).
- Notes receivable from participants as of December 31, 2012 and 2011, which are included in the Statements of Net Assets Available for Benefits
- Interest and dividends on investments, and interest income on notes receivable from participants, which are included in the Statements of Changes in Net Assets Available for Benefits

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2012 and 2011:

	December 31, 2012	December 31, 2011
Net assets available for benefits per the financial statements	\$ 433,158,877	\$ 438,822,164
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	2,903,271	2,844,233
Accrued interest on notes receivable from participants	(15,584)	(14,708)
Accrued other payables	565	20,312
Net assets available for benefits per the 5500	<u>\$ 436,047,129</u>	<u>\$ 441,672,001</u>

Hawker Beechcraft Savings and Investment Plan

Notes to Financial Statements

December 31, 2012 and 2011

The following is a reconciliation of the additions and deductions per the financial statements to the Form 5500 for the years ended December 31, 2012 and 2011:

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Total additions per the financial statements	\$ 76,646,277	\$ 54,269,967
Net depreciation in fair value of investments	-	(16,276,614)
Change in adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	59,038	1,970,186
Change in accrued interest on notes receivable from participants	(876)	(329)
Change in accrued other payables	<u>(19,747)</u>	<u>17,712</u>
Total additions per the Form 5500	<u>\$ 76,684,692</u>	<u>\$ 39,980,922</u>

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Total deductions per the financial statements	\$ 82,309,564	\$ 69,607,895
Net depreciation in fair value of investments	-	(16,276,614)
Total deductions per the Form 5500	<u>\$ 82,309,564</u>	<u>\$ 53,331,281</u>

11. Subsequent Events

On February 15, 2013, the plan sponsor emerged from Chapter 11 bankruptcy. As a result of the emergence, the plan sponsor's name changed from Hawker Beechcraft Corporation to Beechcraft Corporation.

Several amendments have been made to the plan in 2013. The main impacts of these amendments are as follows: the name of the plan is changed to Beechcraft Savings and Investment Plan effective February 15, 2013; the Company match for the 401(k) Plan is increased to 50% of the first 6% effective April 15, 2013, and to 67% of the first 6% effective January 1, 2014; employees covered under a collective bargaining agreement and employees hired prior to January 1, 2007 and not covered under a collective bargaining agreement are allowed to participate in the RISP effective January 1, 2013.

Hawker Beechcraft Savings and Investment Plan
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
December 31, 2012

EIN #48-0135770, Plan #004

Participant contributions transferred late to plan Check here if Late Participant Loan Repayments are included: ☒	Total that constitutes nonexempt prohibited transactions			Total Fully Corrected under Voluntary Fiduciary Correction Program (VFCP) and Prohibited Transaction Exemption 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$23,924	\$ -	\$ -	\$23,924	\$ -

Hawker Beechcraft Savings and Investment Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of Issuer	(c) Description of investment	(d) Cost**	(e) Current value
	Cohen and Steers Realty	Cohen & Steers Realty Shares	\$ -	\$ 5,856,024
	T. Rowe Price	T. Rowe Price Small Cap Stock	-	7,212,121
	PIMCO	PIMCO Total Return Inst CL	-	17,683,232
	Lazard	Lazard Emerging Markets Equity Fund Inst	-	843,463
	Vanguard	Vanguard Small Cap Index Fund Signal	-	453,238
	JP Morgan	JP Morgan US Equity Inst CL	-	10,811,300
	Columbia Management	Columbia Value & Restructuring Z	-	25,466,174
	JP Morgan	JP Morgan Government Bond Select CL	-	2,447,697
	American Century	American Cent Small Cap Val Instl CL	-	3,233,212
	Vanguard	Vanguard PRIMECAP Fund Admiral Shares	-	28,284,816
	Neuberger Berman	Neuberger Berman Genesis Fund Inst CL	-	13,102,766
	Artisan Funds	Artisan Mid Cap Value Inv CL	-	3,783,870
	The Oakmark Funds	Oakmark Global CL I	-	3,962,845
	First Eagle Funds	First Eagle Overseas Inst CL	-	6,403,347
	Wells Fargo	Wells Fargo International Bond Fund IS	-	3,738,051
	Dodge & Cox Fund	Dodge & Cox Intl Stock	-	3,732,487
	Eagle Asset Management	Eagle Small Cap Growth Fund CL I	-	10,187,398
	Invesco	Invesco Endeavor Fund R5 CL	-	1,816,725
*	Fidelity	Fidelity High Income Fund	-	2,353,169
*	Fidelity	Managed Income Portfolio II Class 2	-	107,053,936
*	Fidelity	Spartan Extended Market Index Fund - Fidelity Advantage CL	-	710,871
*	Fidelity	Fidelity Freedom K Fund	-	584,491
*	Fidelity	Fidelity Freedom K 2000 Fund	-	231,733
*	Fidelity	Fidelity Freedom K 2005 Fund	-	403,391
*	Fidelity	Fidelity Freedom K 2010 Fund	-	3,267,600
*	Fidelity	Fidelity Freedom K 2015 Fund	-	15,406,883
*	Fidelity	Fidelity Freedom K 2020 Fund	-	28,964,418
*	Fidelity	Fidelity Freedom K 2025 Fund	-	25,270,542
*	Fidelity	Fidelity Freedom K 2030 Fund	-	17,239,223
*	Fidelity	Fidelity Freedom K 2035 Fund	-	11,483,807
*	Fidelity	Fidelity Freedom K 2040 Fund	-	8,227,930
*	Fidelity	Fidelity Freedom K 2045 Fund	-	5,171,443
*	Fidelity	Fidelity Freedom K 2050 Fund	-	3,316,673
*	Fidelity	Fidelity Freedom K 2055 Fund	-	379,793
*	Fidelity	Spartan 500 Index Inst CL	-	27,870,039
*	Fidelity	Spartan International Index Fund Inst CL	-	8,029,372
*	Fidelity	Participant Loans (Interest rates from 3.25% - 9.5%)	-	20,890,024
Total Investments			\$ -	\$ 435,874,104

* Indicates a party-in-interest to the Plan.

** Cost not required for participant-directed investments.

Hawker Beechcraft Savings and Investment Plan

EIN/PN: 48-0135770/004

The Schedule of Assets Held at End of Year is included in the Accountant's Opinion attachment.