

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>USA RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>118</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1986</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>118</u>	1c Effective date of plan <u>01/01/1986</u>	
1b Three-digit plan number (PN) ▶	<u>118</u>				
1c Effective date of plan <u>01/01/1986</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>UNITED SPACE ALLIANCE, LLC</u> <u>600 GEMINI STREET</u> <u>HOUSTON, TX 77058</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>76-0492757</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>281-212-6200</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336410</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>76-0492757</u>	2c Sponsor's telephone number <u>281-212-6200</u>	2d Business code (see instructions) <u>336410</u>	
2b Employer Identification Number (EIN) <u>76-0492757</u>					
2c Sponsor's telephone number <u>281-212-6200</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. Signature of plan administrator	10/15/2013 Date	PATRICIA L RECORDS Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address PATRICIA RECORDS BENEFITS PLAN ADMINISTRATOR		3b Administrator's EIN 72-1590233
		3c Administrator's telephone number 281-282-3759
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 7320
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	2489
b Retired or separated participants receiving benefits.....	6b	128
c Other retired or separated participants entitled to future benefits.....	6c	3336
d Subtotal. Add lines 6a , 6b , and 6c	6d	5953
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	42
f Total. Add lines 6d and 6e	6f	5995
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	5488
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	52
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 2H 2J 2K 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 USA RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 118
C Plan sponsor's name as shown on line 2a of Form 5500 UNITED SPACE ALLIANCE, LLC	D Employer Identification Number (EIN) 76-0492757

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
WELLS FARGO INST. TRUST CO.

94-2948313

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

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

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

VANGUARD GROUP INC

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 37 50 59	NONE	117424	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <hr/> 2012 <hr/> 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
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A Name of plan USA RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN)	118
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 UNITED SPACE ALLIANCE, LLC	D Employer Identification Number (EIN) 76-0492757
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST
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b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY
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c EIN-PN 23-2186884-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 145995565
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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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
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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
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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>USA RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>118</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED SPACE ALLIANCE, LLC</u>	D Employer Identification Number (EIN) <u>76-0492757</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	136792	101069
(2) Participant contributions	1b(2)	448833	342389
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	13902897	9304374
(9) Value of interest in common/collective trusts.....	1c(9)	151601194	145995565
(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)	952068958	900443597
(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)	19131285	16255148
(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	1137289959	1072442142

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	1137289959	1072442142
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6385208	
(B) Participants	2a(1)(B)	21371795	
(C) Others (including rollovers)	2a(1)(C)	65139747	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		92896750

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)	436270	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		436270

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	845664	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	22608056	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		23453720

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2505066	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2505066

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		3720082
(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)		93730036
c Other income.....	2c		50642
d Total income. Add all income amounts in column (b) and enter total.....	2d		216792566

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	281522959	
(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)		281522959
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	117424	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		117424
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		281640383

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-64847817
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: PRICEWATERHOUSE COOPERS LLP

(2) EIN: 13-4008324

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		15000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	
4n			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>USA RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>118</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED SPACE ALLIANCE, LLC</u>	D Employer Identification Number (EIN) <u>76-0492757</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>23-2186884</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>1460</u>

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

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

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

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% 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): _____

USA Retirement Savings Plan

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

USA Retirement Savings Plan

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Schedule H, Line 4i - Schedule of Assets (Held at End of Year), December 31, 2012	15

* All other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.



Independent Auditor's Report

To the Participants and Administrator of
USA Retirement Savings Plan

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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



Other Matter

The supplemental schedule of Schedule of Assets (Held at End of Year) as of December 31, 2012 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

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

PricewaterhouseCoopers LLP

October 10, 2013

USA Retirement Savings Plan
Statements of Net Assets Available for Plan Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Investments, at fair value	<u>\$ 1,062,694,310</u>	<u>\$ 1,122,801,437</u>
Receivables		
Employer contributions	101,069	136,792
Participant contributions	342,389	448,833
Notes receivable from participants	<u>9,304,374</u>	<u>13,902,897</u>
Total receivables	<u>9,747,832</u>	<u>14,488,522</u>
Net assets reflecting all investments at fair value	1,072,442,142	1,137,289,959
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(7,349,777)</u>	<u>(7,020,102)</u>
Net assets available for plan benefits	<u>\$ 1,065,092,365</u>	<u>\$ 1,130,269,857</u>

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

USA Retirement Savings Plan
Statement of Changes in Net Assets Available for Plan Benefits
Year Ended December 31, 2012

Contributions

Employer, net of forfeitures	\$ 6,385,208
Participant	21,371,795
Rollovers	65,139,747
Total contributions	<u>92,896,750</u>

Investment income

Net appreciation in fair value of investments	96,235,102
Interest and dividend income, investments	26,844,127
Interest income, notes receivable from participants	436,270
Total investment income	<u>123,515,499</u>

Other additions	<u>50,642</u>
Total additions	<u>216,462,891</u>

Deductions

Benefit payments	281,522,959
Other deductions	117,424
Total deductions	<u>281,640,383</u>
Net decrease in net assets available for plan benefits	(65,177,492)

Net assets available for plan benefits

Beginning of year	<u>1,130,269,857</u>
End of year	<u>\$ 1,065,092,365</u>

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

USA Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

1. Description of the Plan

The following brief description of the USA Retirement Savings Plan (the "Plan"), sponsored by United Space Alliance, LLC ("USA" or "Company"), is provided for general informational purposes only. Participants should refer to the plan document for more complete information.

General

The Plan is a defined contribution savings plan sponsored by USA. The Plan is extended to cover all employees of USA who are eligible to participate upon commencement of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

Administration

The Benefits Plan Administrator of the Company is responsible for the operation and administration of the Plan and is authorized to delegate such responsibilities to the Benefits Administrative Committee of the Company (the "Committee") as the administrator may deem necessary and appropriate.

Eligibility

The Plan covers all salaried or hourly employees employed by the Company or a wholly owned subsidiary of the Company. This includes part-time employees who are employed on a regular basis by the Company or subsidiary and employees reported as common law employees on USA payroll records. An employee is eligible to participate the first payroll period beginning after the date of hire. Employees are not eligible to participate if:

- Compensated by special fees or under a special contract or arrangement, or on a commission basis;
- Covered by a bargaining agreement that does not specifically call for participation.

Contributions

The Plan provides that eligible employees electing to become participants may make basic contributions to the Plan through payroll deductions or salary deferrals at a specified percentage ranging from 1% to 50%, including a basic and supplemental contribution, of their base compensation as defined in the Plan unless otherwise specified for participants covered by a collective bargaining agreement. The Plan also provides that certain limitations may be imposed on salary deferral contributions in order to comply with certain statutory limitations.

In 2010 and previous years, USA provided matching contributions to the Plan in an amount equal to 60% of a participant's basic contribution up to a maximum of 8% of a participant's base compensation as defined in the plan document, unless otherwise specified for participants covered by a collective bargaining agreement.

The Plan was amended, effective January 1, 2011, to provide for matching contributions in an amount equal to 100% of a participant's basic contributions up to 1% of base compensation, plus 50% of contributions above 1 % and up to 6% of a participant's base compensation as defined in the plan document and subsequent amendments. As a result of this amendment, individually specific matching contribution formulas for participants covered by a collective bargaining agreement were discontinued.

USA Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

Participants may also elect to roll over distributions from a former employer's qualified retirement plan.

Vesting of Contributions

Participants' contributions are fully vested at all times. Amounts contributed through after-tax contributions (payroll deductions) may be distributed at any time. However, amounts contributed through pre-tax contributions (salary deferrals) may be distributed to participants only upon meeting certain conditions as defined in the plan document. USA's matching contributions and related earnings or losses become 100% vested upon completion of five years of employment with USA or an affiliated company, as defined by the plan document, for participants' below age 65, as follows:

Years of Vesting Service	Vested Interest
Less than two years	0 %
Two but less than three years	25 %
Three but less than four years	50 %
Four but less than five years	75 %
Five or more years	100 %

USA's matching contributions also become fully vested upon a participant's attainment of the age of 65 and certain other conditions as defined in the plan document.

Forfeitures

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents a forfeiture. Forfeitures are utilized to reduce USA's contributions to the Plan. However, if the participant is reemployed within five years of their termination date and fulfills certain requirements, as defined in the Plan, the participant's account will be restored.

At December 31, 2012 and 2011, remaining forfeited accounts totaled \$340,695 and \$754,564, respectively. These accounts may be used to reduce future employer contributions. During 2012, the Plan Sponsor did not use any forfeitures to reduce employer contributions.

Participant Accounts

Each participant's account is credited with the participant's contribution and USA's matching contribution, if applicable, and an allocation of Plan earnings or losses; net of administrative expenses. Allocations are based upon the participant's account balance as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Benefit Payments

Upon termination of employment, retirement, death, or disability, as qualified under the Plan, a participant may elect to have his or her vested account balance paid in one of the following ways:

- Lump sum payment;
- Rollover to other qualified retirement plan; or

USA Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

- Five or fewer annual installment payments with such installment payments to be equal to the value of the participant's vested account balance as of the valuation date immediately preceding distribution, divided by the number of installments remaining at the time of each payment.

Notwithstanding the above, if the aggregate amount of the participant's accounts does not exceed \$5,000, the payment shall automatically be made to the participant in a lump sum.

Any outstanding loan balances at the time of withdrawal will be paid first out of the distributed funds.

Notes Receivable from Participants

Participants may borrow up to 50% of the vested balance of their accounts, not in excess of \$50,000. The loans are nonparticipant directed and are made for terms not to exceed 10 years for primary residence loans and five years for other loans and bear interest at the rate of prime plus 1%. Loans transferred to the Plan as a result of plan transfers or mergers retain the original loan terms.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Valuation of Investments

The Plan's investment in registered investment companies and Lockheed Martin Corporation ("LMC") common stock is stated at fair value at December 31, 2012 and 2011. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements. Shares of registered investment companies are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. Units of the Vanguard Retirement Savings Trust IV ("VRST IV") are valued at net asset value ("NAV") at year-end. The Company's stock funds and LMC common stock are valued at the year-end market unit closing price. Participant loans are valued at cost which approximates fair value.

The common collective trust was valued by Vanguard Fiduciary Trust Company based upon the quoted market price, where available, of the underlying assets. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis. The Plan invests in investment contracts through the common collective trust which is operated and maintained by Vanguard Fiduciary Trust Company as a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by high-quality bonds, bond trusts, and bond mutual funds that are selected by Vanguard Fiduciary Trust Company. As described in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 962, *Plan Accounting - Defined Contribution Pension Plans*, 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. As required by the guidance, the Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value.

USA Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

Investment Income

Interest is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Purchases and sales are recorded on the trade-date basis. Net appreciation (depreciation) in fair value of investments includes net unrealized gain (loss) in the fair value of investments and net realized gain (loss) on the sale of such investments.

Notes Receivable from Participants

Borrowings on a participant's vested account balance are carried as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest, on the Statements of Net Assets Available for Plan Benefits.

Payment of Benefits

Benefits are recorded when paid.

Expenses

The Plan's trustee and investment management expenses are paid from the Plan's assets, as provided by the plan document, unless specifically directed by the Committee to be paid by USA. Fees paid by USA on behalf of the Plan for administrative services amounted to \$167,603 for the year ended December 31, 2012.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Recent Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04 *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. ASU 2011-4 is intended to improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. The amendments are of two types: (i) those that clarify the FASB's intent about the application of existing fair value measurement and disclosure requirements and (ii) those that change a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The update is effective for annual periods beginning after December 15, 2011. The adoption of this update did not have a material impact on the Plan's financial statements.

In December 2011, the FASB issued ASU No. 2011-11 *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities* that requires additional information regarding financial instruments and derivatives instruments that are offset or subject to an enforceable master netting arrangement or similar agreement. The amendment is effective for the Plan on January 1, 2013. Plan management does not anticipate that the adoption of the amendment will have a material effect on the Plan's financial statements.

On July 8, 2013, the FASB issued ASU No. 2013-09, Fair Value (Topic 820), *Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans* in Update No. 2011-04. This final standard provides an indefinite deferral for certain quantitative fair value disclosures for nonpublic employee benefit plans. Plan management does not anticipate that the adoption of the amendment will have a material effect on the Plan's financial statements.

USA Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

Subsequent Events

For the year ended December 31, 2012, the Company evaluated subsequent events from January 1, 2013 through October 10, 2013, the date these financial statements were made available to be issued.

3. Investments

Investment Funds

The Plan provides for twenty-five registered investment companies and one collective trust offered by the Vanguard Group as well as registered investment companies offered by Fidelity Investments and Wells Fargo as investment funds to which contributions to the Plan may be invested. The registered investment companies are invested in mutual funds valued at the NAV of each fund. USA's contributions will follow the investment elections made by the participant.

The Plan invests in the VRST IV, which is fully invested in the Vanguard Master Trust, ("the Trust"), a collective trust relating to fully benefit responsive investment contracts. The underlying investments are primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by high-quality bonds, bond trusts, and bond mutual funds. The Trust holds both traditional and synthetic investment contracts. Traditional investment contracts issued by insurance companies and banks are nontransferable, but provide for benefit-responsive withdrawals by plan participants at contract value. For traditional investment contracts, fair value comprises the expected future cash flows for each contract discounted to present value. Contract value represents contributions made plus interest accrued at the contract rate, less withdrawals. The crediting rate on traditional contracts is typically fixed for the life of the investment. Synthetic investment contracts consist of investments together with contracts under which a bank or other institution provides for benefit-responsive withdrawals by plan participants at contract value. For synthetic investment contracts, the fair value comprises the aggregate market values of the underlying investments in bond trusts, and the value of the wrap contracts, if any. The difference between valuation at contract value and fair value is reflected over time through the crediting rate formula provided for in the Trust's synthetic contracts. The crediting rate of the contract resets every quarter based on the performance of the underlying investment portfolio. To the extent that the trust has unrealized gains and losses, the interest crediting rate may differ from the then-current market rates. An investor currently redeeming Trust units may forgo a benefit, or avoid a loss, related to a future crediting rate different from then-current market rates. The issuers' ability to meet these obligations may be affected by economic developments in their respective companies and industries. The VRST IV had an average interest crediting rate of 2.37% and 3.31% at December 31, 2012 and 2011. The average yield earned by the trust is 2.22% and 3.09% at December 31, 2012 and 2011. The average yield earned by the trust with an adjustment to reflect the actual interest rate credited to participants in the trust is 1.82% and 2.68% as of December 31, 2012 and 2011. The interest crediting rates for any period of time will be determined by Vanguard and may be changed periodically. The net average yield on the investment contract for 2012 and 2011 was 0.97% and 1.52%, respectively. The existence of certain conditions can limit the Trust's ability to transact at contract value with issuers of its investment contracts. Specifically, any event outside the normal operation of the trust that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to the withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the trust or a unit holder, tax disqualification of the trust or unit holder, and certain trust amendments if issuers' consent is not obtained. As of December 31, 2012, the occurrence of an event outside the normal operations of the Trust that would cause a withdrawal from an investment contract is not considered probable.

USA Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

In general, issuers may terminate the contract and settle at other than contract value if there is a change in the qualification status of participant, employer, or plan; a breach of material obligations under the contract and misrepresentation by the contract holder; or failure of the underlying portfolio to conform to the pre-established investment guidelines.

The Plan also invests in the Vanguard Prime Money Market Fund, which is a commingled fund that invests in short-term debt instruments of companies primarily operating in specific industries, particularly financial services. The fund offers two classes of shares, Investor Shares and Institutional Shares, and is valued using the NAV of the investment.

Lockheed Martin Corporation common stock is not available for investment of future contributions nor can existing participant investment balances be reallocated to LMC common stock. Dividends from LMC common stock are not reinvested into LMC common stock; rather, they are invested in accordance with the participant's current investment allocation.

Investments

The following presents investments that represent 5% or more of the Plan's net assets available for plan benefits at December 31, 2012 and 2011:

	2012	2011
Vanguard Total Bond Mark Index Signal	\$ 81,972,528	\$ 88,176,371
Vanguard 500 Index Fund Signal	151,804,936	162,772,207
Vanguard International Growth Fund	58,653,823	61,555,169
Vanguard Morgan Growth	72,051,164	76,813,422
Vanguard Retirement Savings Trust IV	145,995,565	151,601,194
Vanguard Wellington	92,704,123	103,509,665
Vanguard Windsor II Fund	151,882,299	167,704,010
Vanguard Prime Money Market Fund	72,005,863	81,049,322

The following presents net appreciation (depreciation) of investments and interest and dividend income from investments for the year ended December 31, 2012:

Net appreciation in fair value of investments

Common stock	\$ 2,505,066
Registered investment companies	93,730,036
	<u>\$ 96,235,102</u>

Interest and dividend income investments

Common stock	\$ 845,664
Registered investment companies	22,608,056
Common collective trust	3,362,327
Commingled fund	28,080
	<u>\$ 26,844,127</u>

USA Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

4. Information Certified by the Plan's Trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's trustee, Vanguard Fiduciary Trust Company, has certified that the following data included in the accompanying financial statements is complete and accurate:

- Investments and notes receivable from participants, as shown in the statements of net assets available for plan benefits and in Note 3 and 5.
- Interest and dividend income and net appreciation (depreciation) in fair value of investments and notes receivable from participants, as shown in the statement of changes in net assets available for plan benefits and in Note 3.
- The "Schedule of Assets (Held at End of Year)" as of December 31, 2012, as shown in the supplemental schedule.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and accordingly, such data is unaudited.

5. Fair Value Measurements

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as an exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. ASC 820 also specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally-developed market assumptions. In accordance with ASC 820, fair value measurements are classified using the following hierarchy:

- | | |
|---------|--|
| Level 1 | Valuation based on quoted prices in active markets for identical assets. |
| Level 2 | Valuation based on observable inputs that do not meet the criteria for Level 1, including quoted prices in inactive markets and quoted prices in active markets for similar but not identical instruments; and |
| Level 3 | Valuations based on unobservable inputs. |

Valuation methodologies used for major investment types measured at fair value include:

- *Mutual funds or registered investment companies:* open-ended mutual funds are valued at the net asset value ("NAV") of each fund determined as of the close of the New York Stock Exchange on the valuation date.

USA Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

- *Common collective trusts/commingled fund*: valued at their NAV based on the market values of their underlying investments and liabilities on the valuation date. The difference between valuation at contract value and fair value is reflected over time through the crediting rate formulas provided for trust. The crediting rates of the contracts reset every quarter based on the performance of the underlying investments. To the extent the underlying investments have unrealized gains and losses, the interest crediting rate may differ from then-current market rates.
- *Common stocks* – Valued at the quoted closing price reported on an open active market on which the individual securities are traded.

The fair value measurements at December 31, 2012 and their related inputs are as follows:

	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Registered investment companies	\$ 828,437,734	\$ 828,437,734	\$ -	\$ -
Commingled fund	72,005,863	-	72,005,863	-
Common stock	16,255,148	16,255,148	-	-
Common collective trust				
Traditional investment contracts	4,201,661	-	4,201,661	-
Synthetic investment contracts	133,019,796	-	133,019,796	-
Wrap contracts	33,481	-	33,481	-
Short-term investments	8,740,627	8,740,627	-	-
	<u>\$ 1,062,694,310</u>	<u>\$ 853,433,509</u>	<u>\$ 209,260,801</u>	<u>\$ -</u>

The fair value measurements at December 31, 2011 and their related inputs are as follows:

	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
Registered investment companies	\$ 871,019,635	\$ 871,019,635	\$ -	\$ -
Commingled fund	81,049,322	-	81,049,322	-
Common stock	19,131,285	19,131,285	-	-
Common collective trust				
Traditional investment contracts	4,318,360	-	4,318,360	-
Synthetic investment contracts	141,191,959	-	141,191,959	-
Wrap contracts	84,071	-	84,071	-
Short-term investments	6,006,805	6,006,805	-	-
	<u>\$ 1,122,801,437</u>	<u>\$ 896,157,725</u>	<u>\$ 226,643,712</u>	<u>\$ -</u>

USA Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

The following table summarizes attributes of the Investments in Certain Entities that Calculate Net Asset Value per Share at December 31, 2012:

	Fair Value at December 31, 2012	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
Common collective trust investing in mutual fund investing in debt securities	\$ 145,995,565 ⁽¹⁾	\$ -	N/A	daily, pending market conditions	1 to 3 days	N/A
Commingled fund investing in debt securities	72,005,863 ⁽¹⁾	-	N/A	daily, pending market conditions	1 to 3 days	N/A
	<u>\$ 218,001,428</u>	<u>\$ -</u>				

(1) These categories represent investments in the Common Collective Trust and Commingled Fund investing in debt securities as noted. Its investments are valued at NAV. All the funds have daily liquidity and are not subject to any redemption restrictions at the measurement date. The funds have different trading terms varying from one to three days.

6. Related-Party Transactions

The Plan owns shares of certain registered investment companies and a collective trust fund that are managed by Vanguard Fiduciary Trust Company. As Vanguard is the trustee of the Plan, these transactions qualify as party-in-interest transactions. The Plan also owns shares of common stock of Lockheed Martin Corporation ("LMC"), a USA member company. As LMC is an affiliate of USA, the Plan's sponsor, its transactions qualify as party-in-interest transactions. The Plan also invests in funds offered by Wells Fargo and Fidelity Investments, and these transactions also qualify as party-in-interest. These transactions are exempt as defined in ERISA Section 408 and the regulations thereunder.

7. Tax Status

U.S.GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service ("IRS"). The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability 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 administrator believes the plan is no longer subject to income tax examinations for years prior to 2008.

The IRS has determined and informed the Company by a letter dated June 25, 2009, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC").

USA Retirement Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

The Plan has been amended since receiving the determination letter. However, the plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Accordingly, no provision is made for federal income taxes.

8. Plan Termination

USA has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In addition, USA has contractual obligations pursuant to certain collective bargaining agreements that would be subject to negotiation upon proposed termination. In the event the Plan is terminated, or upon complete discontinuance of contributions, the accounts of each affected participant shall become fully vested.

9. Risks and Uncertainties

The Plan provides for investments in registered investment companies, a collective trust fund, and common stock. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term.

10. Reconciliation of Financial Statements to Form 5500

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

	December 31,	
	2012	2011
Net assets available for plan benefits per the financial statements	\$ 1,065,092,365	\$ 1,130,269,857
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>7,349,777</u>	<u>7,020,102</u>
Net assets available for plan benefits per Form 5500	<u>\$ 1,072,442,142</u>	<u>\$ 1,137,289,959</u>

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

	For the Year Ended December 31, 2012		
	Amounts per Financial Statements	Collective Trust	Amounts per Form 5500
Investment income	\$ 123,515,499	\$ 765,946	\$ 124,281,445

Supplemental Schedule

USA Retirement Savings Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Current Value
* Fidelity Low-Priced Stock Fund	Registered Investment Company	\$ 19,033,589
* Lockheed Martin Corporation Common Stock	Registered Investment Company	16,255,148
* Vanguard Emerging Markets Stock Index	Registered Investment Company	7,562,029
* Vanguard Inflation-Protected Securities	Registered Investment Company	27,698,255
* Vanguard Mid-Cap Index Fund	Registered Investment Company	9,171,937
* Vanguard REIT Index Fund	Registered Investment Company	11,350,926
* Vanguard Small-cap Index	Registered Investment Company	7,270,936
* Wells Fargo Small Cap Value Inst	Registered Investment Company	18,909,598
* Vanguard 500 Index Fund Signal	Registered Investment Company	151,804,936
* Vanguard Explorer Fund	Registered Investment Company	28,782,707
* Vanguard International Growth Fund	Registered Investment Company	58,653,823
* Vanguard Morgan Growth	Registered Investment Company	72,051,164
* Vanguard Prime Money Market Fund	Commingled Fund	72,005,863
* Vanguard Target Retirement 2005	Registered Investment Company	
* Vanguard Target Retirement 2010	Registered Investment Company	7,448,592
* Vanguard Target Retirement 2015	Registered Investment Company	19,190,995
* Vanguard Target Retirement 2020	Registered Investment Company	13,056,330
* Vanguard Target Retirement 2025	Registered Investment Company	15,801,651
* Vanguard Target Retirement 2030	Registered Investment Company	5,160,996
* Vanguard Target Retirement 2035	Registered Investment Company	5,392,050
* Vanguard Target Retirement 2040	Registered Investment Company	2,455,762
* Vanguard Target Retirement 2045	Registered Investment Company	4,369,565
* Vanguard Target Retirement 2050	Registered Investment Company	3,742,518
* Vanguard Target Retirement 2055	Registered Investment Company	512,028
* Vanguard Target Retirement 2060	Registered Investment Company	154,145
* Vanguard Target Retirement Income	Registered Investment Company	12,304,252
* Vanguard Retirement Savings Trust IV	Common Collective Trust	145,995,565
* Vanguard Total Bond Market Index Signal	Registered Investment Company	81,972,528
* Vanguard Wellington	Registered Investment Company	92,704,123
* Vanguard Windsor II Fund	Registered Investment Company	151,882,299
Investments, at fair value:		1,062,694,310
* Notes Receivable from Participants	Interest rates ranging from 4.25% to 10.5%	9,304,374
		<u>\$ 1,071,998,684</u>

This schedule was certified to be complete and accurate by the Trustee.

Supplemental Schedule

USA Retirement Savings Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment	Current Value
* Fidelity Low-Priced Stock Fund	Registered Investment Company	\$ 19,033,589
* Lockheed Martin Corporation Common Stock	Registered Investment Company	16,255,148
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* Vanguard REIT Index Fund	Registered Investment Company	11,350,926
* Vanguard Small-cap Index	Registered Investment Company	7,270,936
* Wells Fargo Small Cap Value Inst	Registered Investment Company	18,909,598
* Vanguard 500 Index Fund Signal	Registered Investment Company	151,804,936
* Vanguard Explorer Fund	Registered Investment Company	28,782,707
* Vanguard International Growth Fund	Registered Investment Company	58,653,823
* Vanguard Morgan Growth	Registered Investment Company	72,051,164
* Vanguard Prime Money Market Fund	Commingled Fund	72,005,863
* Vanguard Target Retirement 2005	Registered Investment Company	
* Vanguard Target Retirement 2010	Registered Investment Company	7,448,592
* Vanguard Target Retirement 2015	Registered Investment Company	19,190,995
* Vanguard Target Retirement 2020	Registered Investment Company	13,056,330
* Vanguard Target Retirement 2025	Registered Investment Company	15,801,651
* Vanguard Target Retirement 2030	Registered Investment Company	5,160,996
* Vanguard Target Retirement 2035	Registered Investment Company	5,392,050
* Vanguard Target Retirement 2040	Registered Investment Company	2,455,762
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* Vanguard Retirement Savings Trust IV	Common Collective Trust	145,995,565
* Vanguard Total Bond Market Index Signal	Registered Investment Company	81,972,528
* Vanguard Wellington	Registered Investment Company	92,704,123
* Vanguard Windsor II Fund	Registered Investment Company	151,882,299
Investments, at fair value:		1,062,694,310
* Notes Receivable from Participants	Interest rates ranging from 4.25% to 10.5%	9,304,374
		<u>\$ 1,071,998,684</u>

This schedule was certified to be complete and accurate by the Trustee.