

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 2012 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 CORPORATION RETIREMENT INCOME PLAN FOR HOURLY PAID EMPLOYEES</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>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1955</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>10/01/1955</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>10/01/1955</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>WICHITA, KS 67206-2557</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>48-0135770</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>316-676-7031</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336410</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>48-0135770</u>	2c Sponsor's telephone number <u>316-676-7031</u>	2d Business code (see instructions) <u>336410</u>	
2b Employer Identification Number (EIN) <u>48-0135770</u>					
2c Sponsor's telephone number <u>316-676-7031</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	<u>10/15/2013</u> Date	<u>DON ALVORD</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 8254
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	1669
b Retired or separated participants receiving benefits.....	6b	2394
c Other retired or separated participants entitled to future benefits.....	6c	3573
d Subtotal. Add lines 6a , 6b , and 6c	6d	7636
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	516
f Total. Add lines 6d and 6e	6f	8152
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	33
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B 1G		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan <u>HAWKER BEECHCRAFT CORPORATION RETIREMENT INCOME PLAN FOR HOURLY PAID EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>HAWKER BEECHCRAFT CORPORATION</u>	D Employer Identification Number (EIN) <u>48-0135770</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>332959327</u>
b	Actuarial value 2b <u>332959327</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment 3a <u>2732</u> <u>185857263</u>
b	For terminated vested participants 3b <u>2961</u> <u>61974313</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>10110243</u>
(2)	Vested benefits 3c(2) <u>125272389</u>
(3)	Total active 3c(3) <u>2581</u> <u>135382632</u>
d	Total 3d <u>8274</u> <u>383214208</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>7.07 %</u>
6	Target normal cost 6 <u>6310319</u>

Statement by Enrolled Actuary

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

SIGN HERE	
Signature of actuary <u>MARK A. HENDRICKS, FSA, EA, MAAA</u>	Date <u>11-05452</u>
Type or print name of actuary <u>MERCER</u>	Most recent enrollment number <u>816-556-4800</u>
Firm name <u>2405 GRAND BOULEVARD KANSAS CITY, MO 64108</u>	Telephone number (including area code)
Address of the firm	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	95865	7290392
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	95865	7290392
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of 0.06%		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		1157
b Interest on (a) using prior year's effective interest rate of 6.32% except as otherwise provided (see instructions)		1
c Total available at beginning of current plan year to add to prefunding balance		1158
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	86.88 %
15 Adjusted funding target attainment percentage	15	86.88 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	82.98 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	4420000		09/13/2013	6010000	
07/17/2012	720962				
10/15/2012	3291772				
01/15/2013	3291772				
04/15/2013	157525				
07/15/2013	157525				
			Totals ►	18(b)	18049556
					18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	16788502
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☒ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0		0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	6310319	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
b Waiver amortization installment	50254881	10472173	
	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	16782492	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	16782492	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	16788502	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	6010	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☒ 2 plus 7 years	☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☒ 2011		
42 Amount of acceleration adjustment	42	2152394	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

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 CORPORATION RETIREMENT INCOME PLAN FOR HOURLY PAID EMPLOYEES	B Three-digit plan number (PN) ▶ 001
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

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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)

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	35940	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 ☐

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.	

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan HAWKER BEECHCRAFT CORPORATION RETIREMENT INCOME PLAN FOR HOURLY PAID EMPLOYEES		B Three-digit plan number (PN) ► 001
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 Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6591845	9616822
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	326068520	351797356
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	332660365	361414178

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	9784	21870
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	9784	21870

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	332650581	361392308
---	-----------	-----------	-----------

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)	18049556	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		18049556

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

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

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

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		38002238
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		56051794

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	21739180	
(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)		21739180
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)	1358920	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1358920
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		23098100

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		32953694
l Transfers of assets:			
(1) To this plan.....	2l(1)		2019501
(2) From this plan	2l(2)		6231468

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

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

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

5b(1) Name of plan(s)

HAWKER BEECHCRAFT CORPORATION BASE RETIREMENT INCOME PLAN

HAWKER BEECHCRAFT CORPORATION RETIREMENT INCOME PLAN FOR SALARIED EMPLOYEES

5b(2) EIN(s)	5b(3) PN(s)
48-0135770	003
48-0135770	002

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 CORPORATION RETIREMENT INCOME PLAN FOR HOURLY PAID EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>001</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
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>13-5160382</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>2</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.
----------------	---

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: 16% Investment-Grade Debt: 24% High-Yield Debt: 1% Real Estate: 0% Other: 59%

- 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 Corporation
Retirement Income Plan for Hourly
Employees**

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

Hawker Beechcraft Corporation

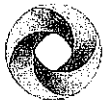
Retirement Income Plan for Hourly Employees

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Statements of Changes in Net Assets Available for Benefits	4
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The supplemental schedules to the Plan's Form 5500 are not required since the Plan's assets are held in a Master Trust. Accordingly, the plan administrator must file detailed financial information for the Master Trust, including the supplemental schedules, separately with the Department of Labor.



Grant Thornton

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Grant Thornton LLP
8300 Thorn Drive, Suite 300
Wichita, KS 67226-2708
T 316.265.3231
F 316.383.3274
www.GrantThornton.com

To the Participants and Administrator of
Hawker Beechcraft Corporation Retirement Income Plan for Hourly Employees

Report on the financial statements

We were engaged to audit the accompanying 2012 financial statements of Hawker Beechcraft Corporation Retirement Income Plan for Hourly Employees (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 6, 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.

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, other than that derived from the certified information described in Note 6, 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 Corporation
Retirement Income Plan for Hourly Employees
Statements of Net Assets Available for Benefits
As of December 31, 2012 and 2011

	2012	2011
Assets		
Plan's interest in Hawker Beechcraft Master Trust	\$ 351,797,356	\$ 326,068,520
Receivable for company contribution	<u>9,616,822</u>	<u>6,591,845</u>
Total assets	<u>361,414,178</u>	<u>332,660,365</u>
Liabilities		
Accounts payable and accrued expenses	<u>21,870</u>	<u>9,784</u>
Net assets available for benefits	<u>\$ 361,392,308</u>	<u>\$ 332,650,581</u>

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

Hawker Beechcraft Corporation
Retirement Income Plan for Hourly Employees
Statements of Changes in Net Assets Available for Benefits
For the Years Ended December 31, 2012 and 2011

	2012	2011
Additions		
Plan's interest in Hawker Beechcraft Master Trust		
investment income	\$ 38,002,238	\$ 78,875
Company contributions	<u>18,049,556</u>	<u>10,971,845</u>
	56,051,794	11,050,720
Deductions		
Benefits paid to participants	25,951,147	20,192,259
Administrative expenses	<u>1,358,920</u>	<u>694,090</u>
	<u>27,310,067</u>	<u>20,886,349</u>
Net increase(decrease) in net assets available for benefits	28,741,727	(9,835,629)
Net assets available for benefits, beginning of year	<u>332,650,581</u>	<u>342,486,210</u>
Net assets available for benefits, end of year	<u>\$ 361,392,308</u>	<u>\$ 332,650,581</u>

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

Hawker Beechcraft Corporation
Retirement Income Plan for Hourly Employees
Notes to Financial Statements
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1. Plan Description

General

The Hawker Beechcraft Corporation Retirement Income Plan for Hourly Employees (the "Plan") is a noncontributory defined benefit pension plan covering substantially all hourly employees ("Hourly" employees) of Hawker Beechcraft Corporation and Hawker Beechcraft Defense Company, LLC (collectively, the "Companies"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended. Participants should refer to the plan agreement for more complete information.

On December 21, 2012, an amendment was made to freeze the Plan effective December 31, 2012. No new participants will be allowed into the Plan and current participants will not accrue any additional benefits as of this date.

Eligibility

Generally, an hourly employee must attain the age of 21 and complete one year of service to participate in the Plan.

Pension Benefits

Participants with five or more years of vesting service are entitled to monthly income pension benefits beginning at normal retirement age (65) equal to accrued benefits, which is the product of credited service and the monthly dollar credit in effect according to the following schedule:

Effective August 1, 1983, the monthly dollar credit for terminations or retirements is as follows:

Termination Period	Dollar Credit
8/1/83 through 8/4/85	\$ 13.00
8/5/85 through 8/3/86	14.00
8/4/86 through 8/2/87	15.00
8/3/87 through 8/5/90	18.00
8/6/90 through 8/1/93	22.00
8/2/93 through 8/4/96	26.00
8/5/96 through 8/3/97	28.00
8/4/97 through 8/2/98	29.00
8/3/98 through 8/1/99	31.00
8/2/99 through 8/6/00	32.00
8/7/00 through 8/5/01	33.00
8/6/01 through 8/4/02	38.00
8/5/02 through 8/3/03	39.00
8/4/03 through 8/1/04	40.00
8/2/04 through 7/31/05	41.00
8/1/05 through 8/6/06	42.00
8/7/06 through 8/5/07	43.00
8/6/07 through 12/31/08	44.00
On or after 1/1/09	51.00

Hawker Beechcraft Corporation
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The Plan permits early retirement with reduced benefit amounts after age 55 for participants with five years of credited service and with unreduced benefits after age 62 with five years of credited service. If participants terminate before rendering five years of vesting service, they forfeit the right to receive their portion of accumulated plan benefits. The normal form of a benefit payment is a life annuity. If a participant is married and retirement-eligible at the time of death, a reduced survivorship benefit is payable to the participant's spouse in an amount equal to 50% of the monthly pension the participant would have been entitled to receive. Other options are available upon prior election.

Disability Benefits

Active participants terminated due to total and permanent disability who are not covered by the Companies' long-term disability plan receive a monthly income equal to the accrued benefit commencing: (1) on first day of month after determination of disability following a period of absence of at least two months, if disability is work-related, (2) at normal retirement date, if disability is not work-related and participant has less than 10 years of vesting service, or (3) first day of seventh month following disability, if disability is not work-related, but participant has at least 10 years of vesting service. Effective January 1, 2002, approval for disability retirement is subject to the participant being approved for Social Security disability benefits.

2. Summary of Significant Accounting Policies

Basis of Presentation

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

Investment Valuation and Income Recognition

The Plan's interest in the Hawker Beechcraft Master Trust (the "Master Trust") is 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.

Net investment income (loss) from the Master Trust is allocated proportionately on a monthly basis based on the Plan's interest in the Master Trust. See Note 7 for additional information.

Contributions

Company contributions are funded and recorded as determined by actuarial computations. The company contributions paid and recorded by the Plan are based on actuarial calculations and recommendations of the Plan Actuary. See Note 4 for the Plan's funding policy.

Benefit Payments

Benefit payments to participants are recorded when paid. Benefits paid to participants in 2012 includes \$4,211,967 paid to reimburse the Hawker Beechcraft Corporation Income Plan for Salaried Employees and the Hawker Beechcraft Corporation Base Retirement Income Plan for benefit payments made on the Plan's behalf in 2010, 2011 and a portion of 2012. Beginning in December 2012, the Hawker Beechcraft Corporation Income Plan for Salaried Employees and the Hawker Beechcraft Corporation Base Retirement Income Plan no longer pay benefits on the Plan's behalf.

Administrative Expenses

Expenses specifically related to the Plan are included in the statements of changes in net assets available for benefits under "Administrative expenses." Expenses and accruals for expenses paid directly by the Master Trust are included in the statements of changes in net assets available for

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benefits under "Plan's interest in Hawker Beechcraft Master Trust investment income" for the years ended December 31, 2012 and 2011.

Use of Estimates

The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make significant estimates and assumptions that affect the reported amounts of net assets available for plan benefits at the date of the financial statements, the actuarial present value of accumulated plan benefits as of the benefit information date, the changes in net assets available for plan benefits during the reporting period and, when applicable, the disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties

Contributions to the Plan are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee compensation and demographics. Due to the changing nature of these assumptions, it is at least reasonably possible that changes in these assumptions will occur in the near term and, due to the uncertainties inherent in setting assumptions, that the effect of such changes could be material to the financial statements. See Note 7 for additional information with respect to investment risk.

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. Actuarial Present Value of Accumulated Pension Plan Benefits

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of deceased employees, and (c) active employees or their beneficiaries. Benefits are based principally upon years of service. Benefits payable under all circumstances - retirement, death, and termination of employment - are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Companies' independent consulting actuary, Mercer Human Resource Consulting, and is the amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements for death, disability, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation as of December 31, 2012 are as follows:

Discount rate	- 7.75% compounded annually for the present value of accumulated plan benefits
Assumed rate of return on investments for accumulated benefits	- 7.75%

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- | | |
|-----------------|--|
| Mortality basis | - RP-2000 Mortality Table for males and females, without adjustment for collar or employee/annuitant distinction, projected to 2018. |
| Retirement age | - Participants are assumed to retire at varying cumulative frequencies from age 55 (5% frequency) to age 70 (100% frequency) with the greatest individual frequency at age 65 (40% frequency). |
| Termination | - Rates as follows for vested and nonvested termination: |

<u>Age</u>	<u>Percent</u>
20	25.0%
25	17.5%
30	10.0%
35	5.8%
40	3.8%
45	1.8%
50	1.8%
55	1.1%
60	1.1%
65 and over	0.0%

- As a further allowance for heavy turnover in the early years of employment, the following additional turnover is based on years of service:

<u>Service</u>	<u>Percent Terminating</u>
1	5.0%
2	4.0%
3	3.0%
4	2.0%
5	1.0%

Plan Changes

There have been no changes in actuarial assumptions since the last valuation on December 31, 2011.

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

Hawker Beechcraft Corporation
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As of December 31, 2012 and 2011, the actuarial present value of accumulated plan benefits is as follows:

	2012	2011
Vested benefits		
Participants currently receiving payments	\$191,053,988	\$173,795,643
Terminated vested participants	72,008,468	56,142,079
Active participants	<u>94,744,389</u>	<u>113,499,469</u>
	357,806,845	343,437,191
Nonvested benefits	<u>5,924,652</u>	<u>9,076,584</u>
Total actuarial present value of accumulated plan benefits	<u>\$363,731,497</u>	<u>\$352,513,775</u>

The following is an analysis of changes in the present value of accumulated plan benefits:

	2012	2011
Actuarial present value of accumulated plan benefits at beginning of year	\$ 352,513,775	\$ 339,264,952
Increase (decrease) during the year attributed to:		
Benefits accumulated and gains	6,479,478	7,930,498
Interest on prior liability	26,477,424	25,510,584
Benefits paid	<u>(21,739,180)</u>	<u>(20,192,259)</u>
Net increase	<u>11,217,722</u>	<u>13,248,823</u>
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 363,731,497</u>	<u>\$ 352,513,775</u>

4. Funding Policy

The Companies' funding policy is to make contributions to the Plan in amounts that will fund the pension cost accrued each year (using the methodology established for government contract pricing), which is the sum of the normal cost plus the amount(s) required to amortize: (1) any change in the unfunded actuarial accrued liability due to changes in the Plan over 30 years, and (2) any change in the unfunded actuarial accrued liability due to changes in actuarial assumptions or methods and actuarial gains and losses arising after 1975 over 15 years, plus interest on the preceding items to the date contributions are made. However, the contribution will not be less than the minimum ERISA required contribution nor greater than the maximum tax deductible contribution. Contributions of \$18,049,556 and \$10,971,845 were made to meet the minimum funding requirements for the years ended December 31, 2012 and 2011, respectively. Of these amounts, \$9,616,822 and \$6,591,845 are recorded as contributions receivable for the years ended December 31, 2012 and 2011, respectively.

Although they have not expressed any intention to do so, the Companies have the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

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5. Termination Policies

The Companies have not expressed any intent to terminate the Plan or discontinue its contributions. However, in the event the Plan is discontinued:

- a. The assets comprising the Plan, including the net income (loss) of the Plan, shall be revalued at market by the Plan trustee.
- b. The Plan provides that the net assets of the Plan shall be allocated among the participants and beneficiaries of the Plan in the order provided by ERISA.
- c. To the extent unfunded vested benefits exist, ERISA provides that such benefits are payable by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) to participants, up to specified limitations, as described in ERISA.

Whether all participants receive their full or partial benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated plan benefit obligations, and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

The Companies may terminate the Plan in whole or in part at any time. This summary of termination priorities is provided for general information purposes only. Participants should refer to the plan document for more information.

6. Summary of Information Certified by the Trustee

The following is a summary of the information certified as complete and accurate by The Bank of New York Mellon, N.A., (the "Trustee") as of and for the years ended December 31, 2012 and 2011, respectively.

	2012	2011
Investments at fair value		
Plan's interest in Hawker Beechcraft Master Trust	<u>\$ 351,913,345</u>	<u>\$ 326,485,481</u>
Changes in net assets		
Plan's interest in Hawker Beechcraft Master Trust		
investment income	<u>\$ 37,701,265</u>	<u>\$ 185,737</u>

The Plan's interest in Hawker Beechcraft Master Trust certified by the Trustee ("Certified") does not include accrued expenses of \$115,989 and \$416,962 at December 31, 2012 and 2011, respectively, which are included in the statements of net assets available for benefits of the Plan. Exclusion of these accrued expenses from the Certified Plan's interest in the Hawker Beechcraft Master Trust resulted in a difference of \$300,973 and \$106,862 between the Certified Plan's interest in Hawker Beechcraft Master Trust investment income and the Plan's interest in the Hawker Beechcraft Master Trust investment income presented in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011, respectively.

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7. Interest in Hawker Beechcraft Master Trust

Summary Financial Information

The Plan's assets are held in the Master Trust, which was established for the investments of assets of the Plan and other defined benefit plans sponsored by the Company. The assets of the Master Trust are held by the Trustee. The Pension Committee, appointed by the Companies, periodically reviews the asset allocation and performance of the investments held in the Master Trust. The Pension Committee permits asset diversification to include a combination of cash, private equities, common and preferred stock, fixed income securities, foreign fixed income securities, real estate, and other investments such as repurchase agreements, reverse repurchase agreements, forwards, and futures.

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

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At December 31, 2012 and 2011, the Plan owned approximately 44.8% and 44.7%, respectively, of the fair value of the Master Trust's net assets. The Companies have obtained certifications from the Trustee, as of and for the years ended December 31, 2012 and 2011, that the information for the Master Trust is complete and accurate. The total net assets of the Master Trust at December 31, 2012 and 2011 were:

	2012	2011
Assets		
Investments at fair market value		
Cash and cash equivalents	\$ 1,102,109	\$ 2,753,725
Common/collective trusts	448,724,957	419,638,239
Collateral for securities on loan	708,590	7,968,390
Equity securities	132,819,096	117,485,016
Fixed income securities	188,189,314	182,520,306
Preferred securities	544,490	-
Futures contracts	(33,332)	16,547
	<u>772,055,224</u>	<u>730,382,223</u>
Investments at estimated fair market value		
Private equity securities	33,242,664	31,868,965
Total investments at fair market value	<u>805,297,888</u>	<u>762,251,188</u>
Interest and dividends receivable	2,026,356	1,920,441
Receivable for securities sold	64,326	37,185
Receivable for forward foreign currency contracts	7,980,892	183,469
Cash	2,645	39,316
Cash on deposit with brokers	19,447	-
Total assets	<u>815,391,554</u>	<u>764,431,599</u>
Liabilities		
Payable for securities lending collateral	708,590	7,968,390
Payable for forward foreign currency contracts	8,038,385	183,360
Payable for securities purchased	20,819,121	25,918,685
Written options	-	10,785
Interest and dividends payable	3,853	-
Cash on deposit with brokers	-	9,017
Accrued management investment expenses	259,003	932,734
Total liabilities	<u>29,828,952</u>	<u>35,022,971</u>
Master Trust net assets	<u>\$ 785,562,602</u>	<u>\$ 729,408,628</u>
Plan's interest in Master Trust	<u>\$ 351,797,356</u>	<u>\$ 326,068,520</u>

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The following table is a summary of the investment earnings and the net appreciation (depreciation) in the fair market value of the Master Trust for the years ended December 31, 2012 and 2011:

	2012	2011
Net appreciation (depreciation) in fair value of investments		
Equity, fixed income, and preferred securities	\$ 24,091,244	\$ (9,352,920)
Common/collective trusts	49,416,621	(3,153,675)
Options and contracts	193,831	906,982
Other investments	724,347	123,506
	<u>74,426,043</u>	<u>(11,476,107)</u>
Net appreciation in estimated fair value of investments		
Private equity securities	1,562,027	3,631,293
Interest	6,724,087	7,618,291
Dividends	3,184,632	3,057,819
Other	2,148,171	756,875
Master Trust investment income	<u>88,044,960</u>	<u>3,588,171</u>
Administrative expenses	<u>3,191,971</u>	<u>3,035,091</u>
Total Master Trust net investment income	<u>\$ 84,852,989</u>	<u>\$ 553,080</u>
Portion allocated to the Plan	<u>\$ 38,002,238</u>	<u>\$ 78,875</u>

Valuation Policy

Effective January 1, 2008, the Master Trust adopted the provisions of ASC 820 *Fair Value Measurement*. ASC 820 defines fair value, establishes a framework for measuring fair value and requires expanded 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.

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

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The following tables present the Master Trust's investments measured at fair value on a recurring basis:

	December 31, 2012			Total
	Level 1	Level 2	Level 3	
Assets				
Cash and cash equivalents	\$ 594,714	\$ 507,395	\$ -	\$ 1,102,109
Common/collective trusts				
Cash and cash equivalents	-	8,427,457	-	8,427,457
Equity	-	259,557,224	-	259,557,224
Fixed income securities	-	137,712,261	-	137,712,261
Balanced	-	43,028,015	-	43,028,015
Collateral for securities on loan	-	708,590	-	708,590
Equity securities				
Common stock				
Automotive	5,393,979	-	-	5,393,979
Banking and finance	22,537,796	-	-	22,537,796
Chemicals	3,747,637	-	-	3,747,637
Commercial services	2,093,192	-	-	2,093,192
Computers and software	7,893,494	-	-	7,893,494
Electronics	4,165,367	-	-	4,165,367
Food and beverage	9,020,850	-	-	9,020,850
Health care	3,035,854	-	-	3,035,854
Insurance	6,396,384	-	-	6,396,384
Manufacturing	2,941,816	-	-	2,941,816
Media	1,991,031	-	-	1,991,031
Mining	2,372,179	-	-	2,372,179
Oil and gas	10,048,638	-	-	10,048,638
Pharmaceuticals	11,817,747	-	-	11,817,747
Retail	7,846,327	-	-	7,846,327
Semiconductors	1,998,761	-	-	1,998,761
Transportation	3,372,012	-	-	3,372,012
Utilities	12,004,041	-	-	12,004,041
Other	14,141,991	-	-	14,141,991
Fixed income securities				
Corporate debt instruments	-	116,246,340	-	116,246,340
Other investments	-	8,114,433	-	8,114,433
U.S. Government securities	36,581,904	27,246,637	-	63,828,541
Futures contracts	(33,332)	-	-	(33,332)
Preferred securities	544,490	-	-	544,490
Private equity securities	-	-	33,242,664	33,242,664
Total	\$ 170,506,872	\$ 601,548,352	\$ 33,242,664	\$ 805,297,888

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	December 31, 2011			Total
	Level 1	Level 2	Level 3	
Assets				
Cash and cash equivalents	\$ 2,195,020	\$ 558,705	\$ -	\$ 2,753,725
Common/collective trusts				
Cash and cash equivalents	-	11,862,488	-	11,862,488
Equity	-	234,890,148	-	234,890,148
Fixed income securities	-	129,332,321	-	129,332,321
Balanced	-	43,553,282	-	43,553,282
Collateral for securities on loan	-	7,968,390	-	7,968,390
Equity securities				
Common stock				
Banking and finance	16,551,635	-	-	16,551,635
Basic industries	214,866	-	-	214,866
Capital goods	191,992	-	-	191,992
Chemicals	4,614,794	-	-	4,614,794
Computers and software	5,605,203	-	-	5,605,203
Consumer durables/non-durables	624,055	-	-	624,055
Consumer services	108,604	-	-	108,604
Energy	280,609	-	-	280,609
Food and beverage	7,830,882	-	-	7,830,882
Health care	2,676,515	-	-	2,676,515
Insurance	4,582,924	-	-	4,582,924
Media	1,728,428	-	-	1,728,428
Mining	2,450,750	-	-	2,450,750
Oil and gas	11,393,338	-	-	11,393,338
Pharmaceuticals	10,989,030	-	-	10,989,030
Retail	5,606,238	-	-	5,606,238
Transportation	2,492,323	-	-	2,492,323
Utilities	16,757,149	-	-	16,757,149
Other	22,785,681	-	-	22,785,681
Fixed income securities				
Corporate debt instruments	-	105,580,599	-	105,580,599
Other investments	-	2,665,969	-	2,665,969
U.S. Government securities	45,186,954	29,086,784	-	74,273,738
Futures contracts	16,547	-	-	16,547
Private equity securities	-	-	31,868,965	31,868,965
Total	\$ 164,883,537	\$ 565,498,686	\$ 31,868,965	\$ 762,251,188

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

Cash equivalents: Cash equivalents consist of investments in short term treasury funds and interest bearing cash funds. The carrying value of these investments approximates fair value due to their short-term maturity.

Common/collective trusts: Valued at the net asset value ("NAV") per unit as reported by the respective funds. NAV is valued based on the fair values of the underlying investments as determined by quoted market prices.

The common/collective trusts include investments in highly diversified funds designed to remain appropriate for investors in terms of risk throughout a variety of life circumstances. These common/collective trust funds share the common goal of first growing and then later preserving principal and contain a mix of domestic equities, international equities, and fixed income. In general the common/collective trusts held by the Master Trust permit redemptions daily, however certain investments only allow redemption on a weekly or bi-weekly basis. The Master Trust is permitted to redeem investment units at NAV on the measurement date, and as a result, the common/collective trusts are classified as a level 2 asset in the fair value hierarchy.

Collateral for securities on loan: Valued based upon the net asset value per unit of the short-term investment funds where the collateral is invested.

Equity securities: Valued at the closing price reported on the active market on which the individual securities are traded.

Fixed income securities: The fair values for the Master Trust's fixed income securities are obtained primarily from pricing services engaged by the Plan's Trustee, and the Plan receives one price for each security. The fair values provided by the pricing service are estimated using pricing models, where the inputs to those models are based on observable market inputs or recent trades of similar securities. The inputs to the valuation techniques applied by the pricing service vary depending on the type of security being priced but are typically benchmark yields, benchmark security prices, credit spreads, prepayment speeds, reported trades, and broker-dealer quotes, all with reasonable levels of transparency. The pricing service did not apply any adjustments to the pricing models used. In addition, the Plan did not apply any adjustments to the prices received from the pricing services.

Private equity securities - The private equity securities consist of a limited partnership fund that investments in real estate including apartments, hotel, industrial, mixed use, office, retail, senior housing, and undeveloped land. The fair value of these investments has been estimated based on methods employed by the general partner. Such valuation techniques include the income capitalization, sales comparison, and cost approaches as well as consideration of actual sale negotiations and bona fide purchase offers received from third parties. Unobservable inputs utilized in these models include the discount rate and exit capitalization rate. The use of different assumptions, applying different judgment to inherently subjective matters and changes in future market conditions could result in significantly different estimates of fair value of these securities. The Master Trust's investment in the private equity security is only redeemable upon liquidation of the partnership.

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Investments denominated in foreign currencies are translated into U.S. dollars using the last reported exchange rate.

Valuation policies for derivatives investments are disclosed in the "Derivative Policy" paragraph.

The table below summarizes the changes in Level 3 private equity securities for the years ended December 31, 2012 and 2011:

	2012	2011
Balance, beginning of year	\$ 31,868,965	\$ 13,791,980
Acquisitions	1,998,427	20,840,733
Dispositions	(2,565,457)	(6,395,040)
Realized Gain (Loss)	378,702	(1,827,268)
Unrealized gain (loss)	1,562,027	5,458,560
Balance, end of year	<u>\$ 33,242,664</u>	<u>\$ 31,868,965</u>

Investment Income (Loss)

The Trustee maintains separate records of each plan's proportionate share in the Master Trust's investment accounts. The Plan's share of investment income of the Master Trust is included in the statements of changes in net assets available for benefits as the Plan's interest in Hawker Beechcraft Master Trust investment income. The Plan's share of the Master Trust's investment income includes interest, dividends, administrative expenses, and the net appreciation (depreciation) in the fair value of investments, which consists of the realized gains (losses) and the unrealized appreciation (depreciation) on those investments.

Under the Master Trust's agreement, each plan's assets are jointly invested. The Plan uses the unit participation method to calculate the Plan's interest in the Master Trust. Under this method, contributions made to and benefits paid from the Master Trust result in increases or decreases in units of participation.

Dividends are recorded on the ex-dividend date, and interest income is accrued as earned. All security transactions are recorded on the trade date. Dividend expense for securities sold short is recorded on the ex-dividend date. Gains or losses on sales of securities are based on average cost.

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Investments Sold Short

The Master Trust may enter into dollar roll transactions. A dollar roll transaction may involve the sale of securities by the Master Trust with an agreement by the Master Trust to repurchase substantially similar securities at an agreed date and price. An example of a dollar roll occurs when the Master Trust enters a forward commitment to purchase a security and, instead of accepting delivery, the position is offset by a sale of the security with a simultaneous agreement to repurchase the security in the future. During the period between the sale and repurchase, the Master Trust will not be entitled to accrue interest and/or receive principal payments on the securities sold. The Master Trust is compensated by the difference between the current sales price and the lower forward price of the future purchase (often referred to as the "drop"), which is reported as interest income, as well as by the interest earned on the cash proceeds of the initial sale. Dollar roll transactions involve the risk that the market value of the securities sold by the Master Trust may decline below the repurchase price of those securities. In the event the buyer of the securities under a dollar roll transaction files for bankruptcy or becomes insolvent, the Master Trust's use of proceeds of the transaction may be restricted pending a determination by or with respect to the other party.

The Master Trust may sell a security it does not own in anticipation of a decline in the fair value of that security or as part of its core investment strategy. The Master Trust, in "selling short," sells borrowed securities that must at some date be repurchased and returned to the lender. The risk associated with this practice is that if the market value of the securities sold short increases, the Master Trust may realize losses upon repurchase at prices which may exceed the proceeds received from the sale of the security. Further, in unusual circumstances, the Master Trust may be unable to purchase securities to close its short positions. The Master Trust is obligated to pay a prime broker interest based on the value of the securities sold short and any dividends declared on the securities sold short. Such fees and dividends are recorded on the accrual basis as an expense to the Master Trust.

The Master Trust utilizes leverage to achieve its objective by combining short sales transactions with repurchase agreements. The concept of leveraging is based on the premise that the Master Trust's cost of borrowing will be at rates that normally will be lower than the rate of return earned on the longer term investments it holds. While the use of leverage may increase the returns to the Master Trust, the use of leverage also increases the risk of loss to the Master Trust because the claims of the lenders to the Master Trust on assets and income of the Master Trust will be senior to the claims of participants.

At December 31, 2012 and 2011, the Hawker Beechcraft Corporation Master Trust had no liabilities for securities sold short and there were no dollar roll transactions.

Repurchase Agreements

The Master Trust may lend extra cash or cash on deposit at brokers in connection with short sales transactions (see the "Investments Sold Short" section) through the use of repurchase agreements whereby the Master Trust agrees to purchase and automatically agrees to sell certain securities at a mutually-agreed upon date and price. At the same time the counterparty to this agreement agrees to pledge some of its securities. The underlying collateral securities consist of securities in which the Master Trust is permitted to invest. In the case of repurchase agreements used to lend extra cash, the Master Trust values the underlying collateral securities daily on a mark-to-market basis to determine that the value, including accrued interest, is at least equal to the repurchase price. If the seller defaults as a result of its bankruptcy or otherwise, and the value of the collateral declines, realization of the collateral by the Master Trust may be delayed or limited.

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In the case of repurchase agreements used to invest cash on deposit at brokers in connection with short sales transactions, the collateral is marked to market daily, and the increase or decrease in fair market value of the collateral offset the increase or decrease in fair market value of the securities sold short.

As of December 31, 2012 and 2011, the Hawker Beechcraft Corporation Master Trust did not invest in repurchase agreements.

Reverse Repurchase Agreements

The Master Trust may borrow through the use of reverse repurchase agreements whereby the Master Trust agrees to sell and simultaneously agrees to repurchase certain securities at a mutually-agreed date and price. At the time the Master Trust enters into a reverse repurchase agreement, it is required to pledge securities subject to repurchase. The sale of these securities is not recorded, and the Master Trust agrees to later repay the amount borrowed plus interest. Should the securities' value decline below the repurchase price, the Master Trust may be obligated to pledge additional collateral to the lender in the form of cash or securities.

The Master Trust utilizes leverage to achieve its objective by using reverse repurchase agreements. The concept of leveraging is based on the premise that the Master Trust's cost of borrowing will be at rates that normally will be lower than the rate of return earned on the longer term investments it holds. While the use of leverage may increase the returns to the Master Trust, the use of leverage also increases the risk of loss to the Master Trust because the claims of the lenders to the Master Trust on assets and income of the Master Trust will be senior to the claims of participants.

Reverse repurchase agreements involve the risk that the market value of the securities purchased with the proceeds from the sale of securities subject to the reverse repurchase agreements may decline below the amount the Master Trust is obligated to pay to repurchase these securities. The risk in borrowing, as with any extension of credit, consists of the possible delay in the recovery of securities or possible loss of rights to the collateral should the counter party fail financially. Additionally, there is the risk that the expense associated with the transaction may be greater than the income earned from the investment of the proceeds.

As of December 31, 2012 and 2011, the Hawker Beechcraft Corporation Master Trust had no reverse repurchase agreements pledged as collateral.

Securities Lending Program

The Master Trust participates in a securities lending program with the Trustee. The program allows the Trustee to loan securities, which are assets of the Master Trust, to approved brokers (the "Borrowers"). The Trustee serves as the lending agent for the Master Trust. The terms of the lending agreements require that loans are secured, initially, by collateral, having a market value equal to or greater than 102% of the market value of U.S. securities on loan and 105% of non-U.S. securities on loan. The market value of the securities on loan and of the collateral received is monitored by the Trustee. If at any time the value of the collateral falls below 100% of the market value of securities on loan, the borrower may be required to deliver additional collateral necessary to restore the 102% ratio. The Master Trust retains any income earned on the securities while on loan to the broker. In the event of default by the Borrower, the Trustee shall indemnify the Master Trust by purchasing replacement securities equal to the number of unreturned loaned securities or, if replacement securities are not able to be purchased, the Trustee shall credit the Master Trust for the market value of the unreturned securities. In each case, the Trustee would apply the proceeds

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from the collateral for such a loan to make the Master Trust whole. The market value of the securities on loan to Borrowers at December 31, 2012 and 2011 was \$670,303 and \$46,786,119, respectively. Securities lending income allocated to the Master Trust amounted to \$116,755 and \$114,403 for 2012 and 2011, respectively. Securities lending income allocated to the Trustee amounted to \$38,912 and \$38,128 for 2012 and 2011, respectively.

To the extent that a loan of securities is secured by cash collateral, such collateral was used to purchase short term investments in an investment pool. The Master Trust bears the risk of loss with respect to the unfavorable change in fair value of the invested cash collateral. Cash collateral of \$708,590 and \$7,968,390 was held for securities on loan at December 31, 2012 and 2011, respectively. A portion of the income generated upon investment of cash collateral is remitted to the Borrowers, and the remainder is allocated between the Master Trust and the Trustee in its capacity as a security agent.

Non-cash collateral pledged, which consists solely of U.S. government mortgages, is held by the custodian bank until the maturity of the securities lending agreement. Provisions of the securities lending agreements and the procedures adopted by the Master Trust require that the market value of the collateral, including accrued interest thereon, is sufficient in the event of default by the counterparty. If the counterparty defaults and the value of the collateral declines or if the counterparty enters an insolvency proceeding, realization of the collateral by the Master Trust may be delayed or limited. The fair value of the non-cash collateral of \$0 and \$40,088,888 was pledged to the Master Trust for securities on loan at December 31, 2012 and 2011, respectively.

In December 2012, the Master Trust began the process of exiting the securities lending program. The exit wasn't final until January 2013.

Derivative Policy

The Master Trust enters into contractual arrangements classified as derivatives in carrying out its investment strategy, principally to: (1) hedge a portion of the Master Trust's portfolio to limit or minimize exposure to certain risks, (2) gain exposure to a market more rapidly or less expensively than could be accomplished through the use of the cash markets, and (3) increase investment returns by reducing the cost of structuring the portfolio or by capturing value disparities between financial instruments. The Master Trust utilizes both exchange-traded investment instruments such as equity and interest rate futures, options on futures, over-the-counter ("OTC") options, and forward exchange contracts. Select major financial institutions are used in derivatives transactions. When engaging in OTC options and forward exchange contracts, there is exposure to credit loss in the event of nonperformance by the counterparties to these transactions. The Master Trust manages this exposure through credit approvals, limits, monitoring procedures, and to the extent possible, by restricting the period over which unpaid balances are allowed to accumulate. Procedures are in place at the Trustee to regularly monitor and report market and counterparty credit risks associated with these instruments. The Master Trust does not anticipate nonperformance by counterparties to these contracts, and no material loss would be expected from any such nonperformance.

The following is a summary of the significant accounting policies associated with the Master Trust's use of derivatives:

Forward Foreign Currency Exchange Contracts

A forward foreign currency exchange contract ("forward currency contract") is a commitment to purchase or sell a foreign currency at a future settlement date and at a negotiated rate.

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Forward currency contracts are utilized to hedge a portion of the currency exposure that results from the Master Trust's holdings of equity and fixed income securities denominated in foreign currencies. Forward currency contracts are marked-to-market at the prevailing forward exchange rate of the underlying currencies, and the difference between contract value and market value is recorded as unrealized appreciation (depreciation) in Master Trust net assets. When the forward currency contract is closed, the Master Trust transfers the unrealized appreciation (depreciation) to a realized gain (loss) equal to the change in the value of the forward currency contract when it was opened and the value at the time it was closed or offset. Sales and purchases of forward currency contracts having the same settlement date and broker are offset, and any gain (loss) is realized on the date of offset.

Certain risks may arise upon entering into a forward currency contract from the potential inability of counterparties to meet the terms of their contracts. Additionally, when utilizing forward currency contracts to hedge, the Master Trust gives up the opportunity to profit from favorable exchange rate movements during the term of the contract.

The amount of unrealized appreciation (depreciation) in net assets included in the Hawker Beechcraft Master Trust at December 31, 2012 and 2011 was immaterial.

Future Contracts

A future contract is a contractual agreement to make or take delivery of a standardized quantity of a specified grade or type of commodity or financial instrument at a specified future date in accordance with terms specified by a regulated future exchange.

The Master Trust uses equity index, fixed income, cash and cash equivalents, and commodities future contracts to manage exposure to the market. Buying futures tends to increase the Master Trust's exposure to the underlying instrument. Selling futures tends to decrease the Master Trust's exposure to the underlying instrument held or to hedge the fair value of other fund investments. The Master Trust does not employ leverage in its use of futures; thus, cash balances are maintained at a level at least equal to the contract value of the futures.

Future contracts are valued at the last settlement price at the end of each day on the exchange upon which they are traded. Upon entering into a future contract, the Master Trust is required to deposit either in cash or securities an amount equal to a certain percentage of the nominal value of the contract ("initial margin"). Pursuant to the future contract, the Master Trust agrees to receive from, or pay to, the broker an amount of cash equal to the daily fluctuation in the value of the future contract. Such receipts or payments are known as "variation margin," which are settled daily and are included in the realized gains (losses) on future contracts. The Master Trust will record a variation margin receivable or payable in the Master Trust net assets for variation margins that have not yet been paid at the end of the year.

Future contracts involve, to varying degrees, credit and market risks. The Master Trust enters into future contracts on exchanges where the exchange acts as the counterparty to the transaction. Thus, credit risk on such transactions is limited to the failure of the exchange. The daily settlement on the future contracts serves to greatly reduce credit risk. Losses in value may arise from changes in the value of the underlying instrument or if there is an illiquid secondary market for the contracts. In addition, there is the risk that there may not be an exact correlation between a future contract and the underlying index or security.

No pledges of assets as collateral for futures held existed at December 31, 2012 or 2011.

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Options

An option contract is a contract in which the writer of the option grants the buyer of the option the right to purchase from ("call option"), or sell to ("put option"), the writer a designated instrument at a specified price within a specified period of time. Certain options, including options on indices, will require cash settlement by the Master Trust if the option is exercised. The Master Trust may enter into put or call option contracts: in order to hedge against potential adverse price movements in the value of the portfolio assets; as a temporary substitute for selling selected investments; to lock in the purchase price of a security or currency it expects to purchase in the near future; as a temporary substitute for the purchase of selected investments; and to enhance potential gain. The Master Trust does not employ leverage in its use of options; thus, cash balances are maintained at a level at least equal to the underlying index exposure of the option contracts.

When the Master Trust purchases or writes an option, an amount equal to the premium paid or received by the Master Trust is recorded as an asset or liability and is subsequently adjusted to the current market value of the option purchased or written. Options purchased or written are valued at the last sale price or, in the absence of a sale, the mean between the closing bid and ask prices or at the most recent ask price (bid for purchased options) if no bid and ask prices are available. Over-the-counter purchased or written options are valued using dealer-supplied quotations. Gain and loss is recognized when the option contract expires or is closed.

If the Master Trust writes a covered call option, the Master Trust foregoes, in exchange for the premium, the opportunity to profit during the option period from an increase in the value of the underlying security above the exercise price. If the Master Trust writes a put option, it accepts the risk of a decline in the value of the underlying security below the exercise price. Over-the-counter options have a risk of the potential inability of counterparties to meet the terms of their contracts. The Master Trust's maximum exposure to purchased options is limited to the premium initially paid. In addition, certain risks may arise upon entering into option contracts prior to the expiration date and that a change in value of the option contract may not correlate exactly with changes in the value of the securities or currencies hedged.

As of December 31, 2012 and 2011, the Master Trust did not invest in options.

Swaps

The Master Trust may invest in interest rate swap contracts. The Master Trust uses interest rate swap contracts to manage its exposure to interest rates. Interest rate swap contracts entered into by the Master Trust typically represent the exchange by the Master Trust with a counterparty of a commitment to make variable rate and fixed rate payments with respect to a notional amount of principal. Such contracts may have a term of one to ten years, but typically require periodic interim settlement in cash, at which time both the value of the index or security and the specified interest rate are reset for the next settlement period. During the period that the swap contract is open, the contract is marked-to-market as the net amount due to or from the Master Trust in accordance with the terms of the contract based on the closing level of the relevant index or security and interest accrual through the valuation date. Changes in the value of the swap contract are recorded as unrealized gains or losses, while periodic cash settlements are recorded as realized gains or losses.

The Master Trust may also invest in credit default swaps. Credit default swap contracts entered into by the Master Trust typically represent the exchange by the Master Trust with a counterparty of a commitment to provide a level of credit protection for a commitment to receive interest at a fixed rate based on the potential risk of default of the relevant underlying issuer. Providing credit

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protection to a counterparty tends to increase the Master Trust's exposure to the underlying instrument. Receiving credit protection from a counterparty tends to decrease the Master Trust's exposure to the underlying instrument held by the Master Trust, or hedge the fair value of other Master Trust investments. Such contracts may have a term of one to ten years, but typically require periodic interim settlement in cash. During the period that the credit default swap contract is open, the contract is marked-to-market in accordance with the terms of the contract based on the current interest rate spreads and credit risk of the referenced obligation of the underlying issuer and interest accrual through the valuation date. Changes in the value of the credit default swap contract are recorded as unrealized gains or losses, while periodic cash settlements are recorded as realized gains or losses.

Entering into a swap contract involves, to varying degrees, elements of credit, market and interest rate risk in excess of the amounts reported in the statement of net assets available for benefits. Notional principal amounts are used to express the extent of involvement in the transactions, but are not delivered under the contract. Accordingly, credit risk is limited to any amounts receivable from the counterparty. To reduce credit risk from potential counterparty default, the Master Trust enters into swap contracts with counterparties whose creditworthiness has been approved by the Trustee of the Master Trust. The Master Trust bears the market risk arising from any change in index or security values or interest rates.

As of December 31, 2012 and 2011, the Master Trust did not invest in swaps.

8. Party-in-Interest Transactions

The Plan's investments are managed by the Trustee. Transactions with the Trustee qualify as party-in-interest transactions under ERISA. The Plan incurred no Trustee expenses directly related to the Plan for the years ended December 31, 2012 and 2011. The Plan was allocated approximately \$1,429,556 and \$1,364,622 in 2012 and 2011, respectively, of trustee expenses paid directly by the Master Trust to the Trustee. The expenses and accrued expenses paid by the Master Trust are included in the Plan's interest in the Hawker Beechcraft Master Trust investment income. As of December 31, 2012 and 2011, \$115,988 and \$416,961 of trustee expenses were accrued, respectively. The Master Trust net investment balance of \$785,562,602 and \$729,408,628 at December 31, 2012 and 2011, respectively, was 100% invested in Trustee-managed accounts.

The Plan may also have certain payables to other plans and receivables from other plans under the Trust. Transactions with other plans qualify as party-in-interest transactions and are separately stated on the statements of changes in net assets available for benefits.

Hawker Beechcraft, Inc. provides certain facilities and administrative services relating to the operation of the Plan at no cost.

The party-in-interest transactions entered into by the Plan during the years ended December 31, 2012 and 2011 are considered allowable under ERISA.

9. Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated May 24, 2012 that the design of the Plan meets the requirements for qualification under Code section 401(a), on which the tax exemption of the related trust under Section 501(a) is based. The

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Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

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 Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

10. 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.

Schedule SB, Line 19 — Discounted Employer Contributions

Date	Amount Contributed	Plan Year	Applicable effective interest rate	Discounted value of January 1, 2012
4/13/2012	\$ 4,420,000	2012	7.07%	\$ 4,335,839
7/17/2012	720,962	2012	7.07%/12.07%*	694,631
10/15/2012	3,291,772	2012	7.07%/12.07%*	3,103,903
1/15/2013	3,291,772	2012	7.07%/12.07%*	3,051,031
4/15/2013	157,525	2012	7.07%/12.07%*	142,673
7/15/2013	157,525	2012	7.07%/12.07%*	138,676
9/13/2013	6,010,000	2012	7.07%/12.07%*	5,321,749
Total	\$ 18,049,556			\$ 16,788,502

* In determining the discounted value, 12.07% (EIR plus 5%) was applied to the portion of the contribution that was late, for the number of days between the actual contribution date and the contribution due date, while 7.07 % was applied from the contribution due date back to the valuation date

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

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

(A) Retirement age	(B) Retirement percent	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) x (D)
55	5.00%	1,000.00	50.00	2,750.00
56	5.00%	950.00	47.50	2,660.00
57	3.00%	902.50	27.08	1,543.28
58	3.00%	875.43	26.26	1,523.24
59	3.00%	849.16	25.47	1,503.02
60	3.00%	823.69	24.71	1,482.64
61	1.50%	798.98	11.98	731.06
62	25.00%	786.99	196.75	12,198.37
63	20.00%	590.24	118.05	7,437.07
64	15.00%	472.19	70.83	4,533.07
65	40.00%	401.36	160.54	10,435.51
66	25.00%	240.82	60.20	3,973.52
67	25.00%	180.61	45.15	3,025.29
68	25.00%	135.46	33.86	2,302.82
69	25.00%	101.59	25.34	1,752.52
70	100.00%	76.19	76.20	5,333.78
Total			1,000.00	63,185.19
Average				63.18

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

Actuarial Assumptions

Discount rate sponsor elections

- | | |
|---|---------|
| • Segment rates or full yield curve | Segment |
| • Look-back months | 4 |
| • Use stabilized rates – funding | Yes |
| • Use stabilized rates – Section 436 benefit restrictions | Yes |

	<u>Stabilized Rates</u>	<u>Nonstabilized Rates</u>
• First 5 years	5.54%	2.06%
• Next 15 years	6.85%	5.25%
• Over 20 years	7.52%	6.32%

Mortality sponsor elections

- | | |
|--------------------------|--|
| • Healthy participants | Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA. |
| • Pre-1995 disabilities | Revenue Ruling 96-7 table for participants who became disabled before 1995. |
| • Post-1994 disabilities | Revenue Ruling 96-7 table for participants who became disabled after 1994 and are eligible for Social Security disability benefits. |

Other economic assumptions

- | | |
|---------------------------------|--|
| • Salary increases | N/A |
| • Flat-dollar benefit increases | N/A |
| • Social Security wage base | N/A |
| • Inflation | 3.00% per year |
| • Expected investment return | N/A |
| • Expenses | 0.2% of the market value of assets, not including receivable contributions |

Demographic assumptions

- | | |
|------------------------|---|
| • Withdrawal | See table of sample rates. |
| • Disability incidence | See table of sample rates. 100% of participants becoming disabled are assumed to be eligible for Social Security disability benefits. |

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

• Retirement age	Attained age		Percentage
	Under 55		0%
	55-56		5%
	57-60		3%
	61		1.5%
	62		25%
	63		20%
	64		15%
	65		40%
	66-69		25%
	70 and above		100%
• Benefit commencement age for			
	— Future vested deferred	65	
• Spouse assumptions	— Current vested deferred	65	
• Spouse assumptions	<u>Male participants</u>		<u>Female participants</u>
	— Percentage married	85%	75%
	— Spouse age difference	3 years younger	3 years older
Form of payment		<u>Single life</u>	<u>50% J&S</u>
• Active retirements		50%	50%
• Future vested deferred		50%	50%
• Future disabilities		100%	0%
• Future deaths		100%	0%
• Current vested deferred		50%	50%
Unpredictable contingent event assumptions		N/A	

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

Table of Sample Rates

Attained age	Percentage	
	Withdrawal	Disability Incidence
20	25.0%	0.09%
25	17.5	0.10
30	10.0	0.11
35	5.8	0.12
40	3.8	0.18
45	1.8	0.28
50	1.8	0.48
55	1.1	0.87
60	1.1	1.38
65	0.0	1.88

As further allowance for heavy turnover in the early years of employment, the following additional turnover is based on years of service, however this is not applicable after age 30 for valuation year table rates:

Service	Percent Terminating
1	5.0%
2	4.0%
3	3.0%
4	2.0%
5	1.0%

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

The asset valuation method is the fair market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Schedule SB, Part V — Summary of Plan Provisions

Summary of Major Plan Provisions

Effective date and plan year	Original plan: October 1, 1955 Restated plan: January 1, 1997 Plan year: Calendar year	
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements.	
Significant events that occurred during the year	None.	
Definitions		
• Participation	Age 21 and one year of service.	
• Employee contributions	None.	
Normal retirement		
• Eligibility	Age 65 and five years of service.	
• Benefit	Benefit rates follow the schedule below:	
	Monthly Benefit Per Year of Service	Retirements After
	\$43	August 7, 2006
	\$44	August 6, 2007
	\$51	January 1, 2009
	An additional multiplier increase for the plan was negotiated by the IAM 733 and IAM 328 unions during 2011 which resulted in an increase of \$1 per year beginning January 1, 2016. Please note the plan has yet to be amended to reflect the benefit increase.	
Early retirement		
• Eligibility	Age 55 and 5 years of service.	
• Benefit	Accrued benefit reduced according to the early retirement schedule following:	
	Age	Percent of Full Benefit
	65	100%
	64	100%
	63	100%
	62	100%
	61	90%
	60	80%
	59	70%
	58	65%
	57	60%
	56	55%
	55	50%
Late retirement		

Schedule SB, Part V — Summary of Plan Provisions

• Eligibility	5 years of service.
• Benefit	Benefit will continue to accrue until retirement.
Deferred vested	
• Eligibility	5 years of service
• Benefit	Accrued benefit payable at age 65 or as early as age 55 reduced 0.6% for each of the first 60 months plus 0.4% for each additional month that the first payment date precedes Normal Retirement Date.
Disability	
• Eligibility	Termination due to total and permanent disability as required for Social Security disability benefits.
• Benefit	<p>A benefit equal to the accrued benefit commencing:</p> <ul style="list-style-type: none"> • If disability is work connected, after absence of two months. • If disability is not work connected and participant has at least 10 years of vesting service, after absence of six months.
Pre-retirement death	
• Eligibility	5 years of service.
• Benefit prior to early retirement	Surviving Spouse Benefit equal to the amount payable to the member's spouse as if the member had survived to early retirement age, retired early, elected a 50% Joint and Survivor Annuity and then died. Benefit commences on the first of the month following the date the member would have been eligible to retire early and is payable for lifetime of spouse.
• Benefit after early but before normal retirement	See Form of Retirement Benefit below.
• Benefit after normal retirement	See Form of Retirement Benefit below.
Form of benefits	
• Automatic form for unmarried participants	Standard form is life annuity.
• Automatic form for married participants	50% Joint & Survivor annuity.
• Optional forms	Optional forms are available with an actuarial reduction.
• Optional form conversion factors	<p>For purposes of determining an option form of benefit payment (other than lump sum) the following factors are used:</p> <p>(a) Rate of interest: 7%</p> <p>(b) Mortality: The 1971 Group Annuity Mortality Table, males rates, with ages of the participant set back one year and ages of the spouse or joint annuitant set back five years.</p> <p>Lump sum payments are determined using the IRC 417(e) assumptions.</p>

Schedule SB, Part V — Summary of Plan Provisions

Miscellaneous

- **Maximum benefits** Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2012, the limit is \$200,000.
-

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through January 1, 2009, are included in this valuation.

- **Most recent plan amendments included:** None.
- **Plan amendments excluded:** None.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This plan does not have any unpredictable contingent event benefits.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes since Prior Valuation

None

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25											
25-29		26	8	1							35
30-34		26	16	65	1						108
35-39		35	32	151	44	1					263
40-44		21	43	149	88	78	1				380
45-49		26	43	117	86	150	4				426
50-54		23	36	114	79	153	39	99	11		554
55-59	1	8	31	92	48	118	39	91	95		523
60-64		7	7	41	32	64	19	43	32	6	251
65-69		1	1	7	8	6	2	3	1	4	33
70 & up						1			1	1	3
Total	1	178	217	737	386	571	104	236	140	11	2,581

In each cell, the number is the count of active participants for each age/service combination.

Schedule SB, line 32 — Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year covered under PPA. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than \$0.

Shortfall bases						
Year established		Outstanding balance	Years Remaining		2012 Installment	Installment Acceleration Amount
2010	\$	38,806,064	5	\$	8,619,892	N/A
2011		21,560,977	7.06		1,416,172 ¹	2,152,394
2012		(10,112,160)	7		(1,716,285)	N/A
Total	\$	50,254,881		\$	8,319,779	2,152,394

¹ Beginning in 2013, the amortization for this base is \$3,648,899.

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>			
► Round off amounts to nearest dollar.			
► Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.			
A Name of plan HAWKER BEECHCRAFT CORP. RET INCOME PLAN FOR HOURLY PAID EMPLOYEES	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:70%;">B Three-digit plan number (PN) ►</td> <td style="width:30%; text-align: center;">001</td> </tr> </table>	B Three-digit plan number (PN) ►	001
B Three-digit plan number (PN) ►	001		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF HAWKER BEECHCRAFT CORPORATION	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:70%;">D Employer Identification Number (EIN)</td> <td style="width:30%; text-align: center;">48-0135770</td> </tr> </table>	D Employer Identification Number (EIN)	48-0135770
D Employer Identification Number (EIN)	48-0135770		
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500			

Part I Basic Information			
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2	Assets:		
	a Market value	2a	332,959,327
	b Actuarial value	2b	332,959,327
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	185,857,263
	b For terminated vested participants	3b	61,974,313
	c For active participants:		
	(1) Non-vested benefits	3c(1)	10,110,243
	(2) Vested benefits	3c(2)	125,272,389
	(3) Total active	3c(3)	135,382,632
	d Total	3d	383,214,208
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	7.07 %
6	Target normal cost	6	6,310,319

Statement by Enrolled Actuary	
<small>To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.</small>	
SIGN HERE	<div style="display: flex; justify-content: space-between;"> <div style="width:60%;"> <p style="font-size: 1.2em; margin: 0;"><u>MARK A HENDRICKS</u> </p> <p style="margin: 0;">Signature of actuary</p> <p style="margin: 0;">MARK A. HENDRICKS, FSA, EA, MAAA</p> <p style="margin: 0;">Type or print name of actuary</p> <p style="margin: 0;">MERCER</p> <p style="margin: 0;">Firm name</p> <p style="margin: 0;">2405 GRAND BOULEVARD</p> <p style="margin: 0;">KANSAS CITY MO 64108</p> <p style="margin: 0;">Address of the firm</p> </div> <div style="width:35%; text-align: center;"> <p style="font-size: 1.2em; margin: 0;"><u>10-14-2013</u></p> <p style="margin: 0;">Date</p> <p style="margin: 0;">11-05452</p> <p style="margin: 0;">Most recent enrollment number</p> <p style="margin: 0;">(816) 556-4800</p> <p style="margin: 0;">Telephone number (including area code)</p> </div> </div>

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	95,865	7,290,392
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	95,865	7,290,392
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>0.06</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		1,157
b Interest on (a) using prior year's effective interest rate of <u>6.32</u> % except as otherwise provided (see instructions)		1
c Total available at beginning of current plan year to add to prefunding balance		1,158
d Portion of (c) to be added to prefunding balance		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	86.88 %
15 Adjusted funding target attainment percentage	15	86.88 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	82.98 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	4,420,000		09/13/2013	6,010,000	
07/17/2012	720,962				
10/15/2012	3,291,772				
01/15/2013	3,291,772				
04/15/2013	157,525				
07/15/2013	157,525				
Totals ►			18(b)	18,049,556	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	16,788,502

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:

1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %	☐ N/A, full yield curve used
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b Applicable month (enter code)..... **21b** 4**22** Weighted average retirement age **22** 63**23** Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment..... **27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years **28** 0**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... **29** 0**30** Remaining amount of unpaid minimum required contributions (line 28 minus line 29) **30** 0**Part VIII Minimum Required Contribution For Current Year****31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6)..... **31a** 6,310,319**b** Excess assets, if applicable, but not greater than line 31a **31b** 0

Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment.....	50,254,881	10,472,173
b Waiver amortization installment	0	0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount **33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) .. **34** 16,782,492

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0

36 Additional cash requirement (line 34 minus line 35)..... **36** 16,782,492**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)..... **37** 16,788,502

Present value of excess contributions for current year (see instructions)	
a Total (excess, if any, of line 37 over line 36)	38a 6,010
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b 0

39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) **39** 0**40** Unpaid minimum required contributions for all years **40** 0**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)****41** If an election was made to use PRA 2010 funding relief for this plan:**a** Schedule elected ☒ 2 plus 7 years ☐ 15 years**b** Eligible plan year(s) for which the election in line 41a was made ☐ 2008 ☐ 2009 ☐ 2010 ☒ 2011**42** Amount of acceleration adjustment **42** 2,152,394**43** Excess installment acceleration amount to be carried over to future plan years **43** 0