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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>2012</b>                                   |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                    | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                                                                                                                                                                                                      |
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| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                      |
| For calendar plan year 2012 or fiscal plan year beginning <u>12/25/2011</u> and ending <u>12/24/2012</u> |                                                                                                                                                                                                                                                      |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                                    |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input checked="" type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                             |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                            |

|                                                                                                                                                                                                                       |                                                                                                                                                                                                   |
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| <b>Part II</b>                                                                                                                                                                                                        | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                    |
| <b>1a</b> Name of plan<br><u>USA RET FOR EMPLOYEES OF USA FLORIDA OPERATIONS</u>                                                                                                                                      | <b>1b</b> Three-digit plan number (PN) ▶ <u>014</u><br><b>1c</b> Effective date of plan<br><u>12/25/1984</u>                                                                                      |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>UNITED SPACE ALLIANCE LLC</u><br><br><u>600 GEMINI STREET</u><br><u>HOUSTON, TX 77058</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>76-0492757</u><br><b>2c</b> Sponsor's telephone number<br><u>281-212-6200</u><br><b>2d</b> Business code (see instructions)<br><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.

|                                                                                                            |                                                          |                   |                                                              |
|------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | <u>Filed with authorized/valid electronic signature.</u> | <u>12/13/2013</u> | <u>PATRICIALRECORDS</u>                                      |
|                                                                                                            | Signature of plan administrator                          | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           |                                                          |                   |                                                              |
|                                                                                                            | Signature of employer/plan sponsor                       | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                          |                   |                                                              |
|                                                                                                            | 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)                       |
|                                                                                                            |                                                          |                   |                                                              |

|                                                                                                                                                                                                                                                                                                                                                                                                                                         |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
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| <b>3a</b> Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor Name <input checked="" type="checkbox"/> Same as Plan Sponsor Address<br><br><b>PATRICIA RECORDS BENEFITS PLAN ADMINISTRATOR</b>                                                                                                                                                                                                          |           | <b>3b</b> Administrator's EIN<br><b>72-1590233</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                         |           | <b>3c</b> Administrator's telephone number<br><b>281-282-3759</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                                       |           | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                                 |           | <b>5</b> <span style="float: right;"><b>1043</b></span>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                                  |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>a</b> Active participants.....                                                                                                                                                                                                                                                                                                                                                                                                       | <b>6a</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                                                                                                                                                                                                                                                                                                      | <b>6b</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                                       | <b>6c</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                                | <b>6d</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                                                                                                                                                                                                                                                                                                               | <b>6e</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                                 | <b>6f</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....                                                                                                                                                                                                                                                                                          | <b>6g</b> |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....                                                                                                                                                                                                                                                                                              | <b>6h</b> | 0                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                                    |           | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br><b>1A 1G 1I 3H</b>                                                                                                                                                                                                                                                      |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                             |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>9a</b> Plan funding arrangement (check all that apply)<br><b>(1)</b> <input type="checkbox"/> Insurance<br><b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br><b>(3)</b> <input checked="" type="checkbox"/> Trust<br><b>(4)</b> <input type="checkbox"/> General assets of the sponsor                                                                                                               |           | <b>9b</b> Plan benefit arrangement (check all that apply)<br><b>(1)</b> <input checked="" type="checkbox"/> Insurance<br><b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br><b>(3)</b> <input checked="" type="checkbox"/> Trust<br><b>(4)</b> <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                        |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                                       |           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>a Pension Schedules</b><br><b>(1)</b> <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><b>(2)</b> <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><b>(3)</b> <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |           | <b>b General Schedules</b><br><b>(1)</b> <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br><b>(2)</b> <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br><b>(3)</b> <input type="checkbox"/> <b>A</b> (Insurance Information)<br><b>(4)</b> <input type="checkbox"/> <b>C</b> (Service Provider Information)<br><b>(5)</b> <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br><b>(6)</b> <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

|                                                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                                                                                                                                 |
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| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><div style="text-align: center; font-size: 1.2em; font-weight: bold;">2012</div><br><br><b>This Form is Open to Public Inspection.</b> |
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|                                                           |            |            |            |
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| For calendar plan year 2012 or fiscal plan year beginning | 12/25/2011 | and ending | 12/24/2012 |
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|                                                                          |                                       |       |
|--------------------------------------------------------------------------|---------------------------------------|-------|
| <b>A</b> Name of plan<br>USA RET FOR EMPLOYEES OF USA FLORIDA OPERATIONS | <b>B</b> Three-digit plan number (PN) | ► 014 |
|--------------------------------------------------------------------------|---------------------------------------|-------|

|                                                                                                   |                                                                 |
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| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br>UNITED SPACE ALLIANCE LLC | <b>D</b> Employer Identification Number (EIN)<br><br>76-0492757 |
|---------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|

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

|                                                |                                  |
|------------------------------------------------|----------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: | USA DEFINED BENEFIT MASTER TRUST |
|------------------------------------------------|----------------------------------|

|                                                   |                           |
|---------------------------------------------------|---------------------------|
| <b>b</b> Name of sponsor of entity listed in (a): | UNITED SPACE ALLIANCE LLC |
|---------------------------------------------------|---------------------------|

|                 |                |                      |   |                                                                                                     |        |
|-----------------|----------------|----------------------|---|-----------------------------------------------------------------------------------------------------|--------|
| <b>c</b> EIN-PN | 76-0492757-001 | <b>d</b> Entity code | M | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 239628 |
|-----------------|----------------|----------------------|---|-----------------------------------------------------------------------------------------------------|--------|

|                                                |  |
|------------------------------------------------|--|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: |  |
|------------------------------------------------|--|

|                                                   |  |
|---------------------------------------------------|--|
| <b>b</b> Name of sponsor of entity listed in (a): |  |
|---------------------------------------------------|--|

|                 |  |                      |  |                                                                                                     |  |
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| <b>c</b> EIN-PN |  | <b>d</b> Entity code |  | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |  |
|-----------------|--|----------------------|--|-----------------------------------------------------------------------------------------------------|--|

|                                                |  |
|------------------------------------------------|--|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: |  |
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|                                                   |  |
|---------------------------------------------------|--|
| <b>b</b> Name of sponsor of entity listed in (a): |  |
|---------------------------------------------------|--|

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

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

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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                           |
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| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2012 or fiscal plan year beginning <u>12/25/2011</u> and ending <u>12/24/2012</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                           |
| <b>A</b> Name of plan<br><u>USA RET FOR EMPLOYEES OF USA FLORIDA OPERATIONS</u>                                                                                                                                                                                          | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span>                                                                                                                                                                                                   | <span style="font-size: 1.2em;">014</span>                                                |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>UNITED SPACE ALLIANCE LLC</u>                                                                                                                                                                        | <b>D</b> Employer Identification Number (EIN)<br><br><u>76-0492757</u>                                                                                                                                                                                                       |                                                                                           |

| <b>Part I</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>Asset and Liability Statement</b> |          | (a) Beginning of Year | (b) End of Year |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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. |                                      |          |                       |                 |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                        |          |                       |                 |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>                            |          |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                      |          |                       |                 |
| <b>(1)</b> Employer contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b>                         |          |                       |                 |
| <b>(2)</b> Participant contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1b(2)</b>                         |          |                       |                 |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>                         |          |                       |                 |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                      |          |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(1)</b>                         |          |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(2)</b>                         |          |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                      |          |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b>                      |          |                       |                 |
| <b>(B)</b> All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(3)(B)</b>                      |          |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                      |          |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b>                      |          |                       |                 |
| <b>(B)</b> Common .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(4)(B)</b>                      |          |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>                         |          |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(6)</b>                         |          |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>                         |          |                       |                 |
| <b>(8)</b> Participant loans .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(8)</b>                         |          |                       |                 |
| <b>(9)</b> Value of interest in common/collective trusts.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1c(9)</b>                         |          |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(10)</b>                        |          |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>                        | 55557369 |                       | 239628          |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(12)</b>                        |          |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>                        |          |                       |                 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>                        |          |                       |                 |
| <b>(15)</b> Other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(15)</b>                        |          |                       |                 |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 55557369              | 239628          |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |          |        |
|-----------------------------------------------------------|-----------|----------|--------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 55557369 | 239628 |
|-----------------------------------------------------------|-----------|----------|--------|

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 26542378   |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 26542378  |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| (G) Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                                     | <b>2b(1)(G)</b> |            | 0         |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> |            |           |
| (D) Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                         | <b>2b(2)(D)</b> |            | 0         |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....                | <b>2b(5)(C)</b> |            | 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)  |            | 1609946   |
| (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 <b>income</b> amounts in column (b) and enter total.....               | 2d     |            | 28152324  |

**Expenses**

|                                                                                     |       |          |          |
|-------------------------------------------------------------------------------------|-------|----------|----------|
| e Benefit payment and payments to provide benefits:                                 |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....     | 2e(1) | 52189593 |          |
| (2) To insurance carriers for the provision of benefits .....                       | 2e(2) | 31280472 |          |
| (3) Other .....                                                                     | 2e(3) |          |          |
| (4) Total benefit payments. Add lines 2e(1) through (3).....                        | 2e(4) |          | 83470065 |
| 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) |          |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4).....                 | 2i(5) |          | 0        |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | 2j    |          | 83470065 |

**Net Income and Reconciliation**

|                                                         |       |  |           |
|---------------------------------------------------------|-------|--|-----------|
| k Net income (loss). Subtract line 2j from line 2d..... | 2k    |  | -55317741 |
| l Transfers of assets:                                  |       |  |           |
| (1) To this plan.....                                   | 2l(1) |  |           |
| (2) From this plan .....                                | 2l(2) |  |           |

**Part III Accountant's Opinion**

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

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

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

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

☒ Yes ☐ No

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

(1) Name: PRICEWATERHOUSECOOPERS LLP

(2) EIN: 13-4008324

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

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

**Part IV Compliance Questions**

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

During the plan year:

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

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

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                              | Yes | No | Amount   |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> 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  |          |
| <b>d</b> 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  |          |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                      | X   |    | 15000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                      |     | X  |          |
| <b>g</b> 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  |          |
| <b>h</b> 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  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                |     | X  |          |
| <b>j</b> 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  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                           |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                           |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                  |     | X  |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                     |     | X  |          |

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year.....

☒ Yes ☐ No Amount:

0

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

**5b(1)** Name of plan(s)

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

## Part V Trust Information (optional)

**6a** Name of trust

**6b** Trust's EIN

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2012</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2012 or fiscal plan year beginning 12/25/2011 and ending 12/24/2012

|                                                                                                   |                                                                    |
|---------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>USA RET FOR EMPLOYEES OF USA FLORIDA OPERATIONS</u>                   | <b>B</b> Three-digit plan number (PN) ▶<br><u>014</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>UNITED SPACE ALLIANCE LLC</u> | <b>D</b> Employer Identification Number (EIN)<br><u>76-0492757</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                                      |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                                                | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>13-5581829</u> <u>23-1945930</u> |          |          |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                                              |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                                      | <b>3</b> | <u>0</u> |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                             |                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input checked="" type="checkbox"/> N/A |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                             |                                         |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                             |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....                                                                                                                                                                                                                            | <b>6a</b>                    |                             |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                                | <b>6b</b>                    |                             |                                         |
| <b>c</b> 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).....                                                                                                                                                                                                                           | <b>6c</b>                    |                             |                                         |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                             |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A            |
| <b>8</b> 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?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input checked="" type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                   |                                   |                               |                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|
| <b>9</b> 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..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input checked="" type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|----------------------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                      | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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: 0% Investment-Grade Debt: 100% High-Yield Debt: 0% Real Estate: 0% Other: 0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☒ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

# **USA Retirement Plan for Employees at USA Florida Operations**

**Financial Statements**

**December 24, 2012 and 2011**

# USA Retirement Plan for Employees at USA Florida Operations

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## **Independent Auditor's Report**

To the Participants and Administrator of  
the USA Retirement Plan for Employees at Florida Operations

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of the USA Retirement Plan for Employees at Florida Operations (the "Plan"), which comprise the statements of net assets available for plan benefits as of December 24, 2012 and 2011 and the related statement of changes in net assets available for plan benefits for the years ended December 24, 2012 and 2011, and the related notes to the financial statements.

### ***Management's Responsibility for the Financial Statements***

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

### ***Auditor's Responsibility***

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

### ***Basis for Disclaimer of Opinion***

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 8, which was certified by The Bank of New York Mellon, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 24, 2012 and 2011 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

### ***Disclaimer of Opinion***

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



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

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

*PricewaterhouseCoopers LLP*

December 9, 2013

**USA Retirement Plan for Employees at USA Florida Operations**  
**Statements of Net Assets Available for Plan Benefits**  
**December 24, 2012 and 2011**

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|                                                                   | 2012              | 2011                 |
|-------------------------------------------------------------------|-------------------|----------------------|
| <b>Assets</b>                                                     |                   |                      |
| Investment in the USA Defined Benefit Master Trust, at fair value | <u>\$ 239,628</u> | <u>\$ 55,557,369</u> |
| Net assets available for plan benefits                            | <u>\$ 239,628</u> | <u>\$ 55,557,369</u> |

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

**USA Retirement Plan for Employees at USA Florida Operations**  
**Statements of Changes in Net Assets Available for Plan Benefits**  
**Years Ended December 24, 2012 and 2011**

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|                                                                       | 2012                 | 2011                 |
|-----------------------------------------------------------------------|----------------------|----------------------|
| Net assets available for plan benefits, beginning of year             | <u>\$ 55,557,369</u> | <u>\$ 47,454,017</u> |
| Net income from investment in the USA Defined<br>Benefit Master Trust | 1,609,946            | 10,904,398           |
| Employer contributions                                                | 26,542,378           | -                    |
| Benefit payments                                                      | <u>(83,470,065)</u>  | <u>(2,801,046)</u>   |
| Net (decrease) increase                                               | <u>(55,317,741)</u>  | <u>8,103,352</u>     |
| Net assets available for plan benefits, end of year                   | <u>\$ 239,628</u>    | <u>\$ 55,557,369</u> |

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

# **USA Retirement Plan for Employees at USA Florida Operations**

## **Notes to Financial Statements**

### **December 24, 2012 and 2011**

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#### **1. Description of the Plan**

The following description of the USA Retirement Plan for Employees at USA Florida Operations (the "Plan") is provided for general purposes only. Participants should refer to the Plan document for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

##### **General**

In 1996, Lockheed Martin Corporation ("Lockheed Martin") entered into a joint venture with Rockwell International, Inc., to form United Space Alliance, LLC ("USA" or the "Company"). As part of the formation of this joint venture, Lockheed Martin agreed to transfer its employees of Lockheed Martin Space Operations ("LMSO") to USA. The transfer of assets out of the Combined Lockheed Martin Corporation Master Retirement Trust to the Plan occurred in April 1999.

##### **Plan Termination**

In October 2010, the Compensation Committee (the "Committee") of USA, elected to terminate the plan effective as of December 24, 2010, subject to the concurrence as to such date by the Internal Revenue Service ("IRS") and any other federal agency appropriately involved in the termination process. At that point, all participants became fully vested. The Plan's net assets are to be distributed in the following order of priority:

- Benefits attributable to employee contributions, taking into account those paid out before termination.
- Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under plan provisions in effect at any time during the five years preceding plan termination.
- Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) up to the applicable limitations (discussed subsequently).
- All other vested benefits (that is, vested benefits not insured by the PBGC).

The Plan received a favorable determination letter, dated June 19, 2012, from the IRS with respect to the termination of the Plan. The Plan also has obtained the proper PBGC approvals. Following the receipt of the favorable determination letter, the Plan Administrator began the process of distributing the assets of the Plan to the participants. Participants had the option of a cash lump sum, a direct rollover, or the purchase of an annuity as further discussed below:

- If a participant was not in pay status at December 31, 2010, the participant could elect a lump sum, an immediate annuity or a deferred annuity;
- If the participant retired after December 31, 2008, the participant could elect a lump sum, keep their current annuity payment or change their form of annuity payment going forward.
- If the lump sum value for anyone not in pay status at December 31, 2010, was under \$5,000, the participant could elect a lump sum rollover; but if no election was made, the benefit was paid to the participant with taxes withheld.

## **USA Retirement Plan for Employees at USA Florida Operations**

### **Notes to Financial Statements**

#### **December 24, 2012 and 2011**

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- If the participant was in pay status before December 31, 2008, the participant had no election; and their annuity benefit continued according to their election at the time of commencement.
- If the participant did not make an election, the already in pay annuity amount or deferred annuity was the default.

In July 2012, the Plan purchased an annuity contract from Principal Life Insurance Company ("Principal"), totaling \$31,280,472 to provide benefits effective September 2012 for plan participants who were currently receiving a benefit and for those with a deferred annuity benefit. Under this contract, Principal is obligated to pay benefits to named participants or their beneficiaries, and as such, this contract is not included in the assets of the Plan. In addition to the annuity contract, the Plan paid lump sum distributions, in July 2012, to certain participants totaling \$50,301,020.

#### **Eligibility**

The Plan is a defined benefit plan covering substantially all Florida hourly employees represented by the International Association of Machinists and Aerospace Workers ("IAM") Local Lodge 2061 ("Represented Employees") originally hired by Lockheed Martin before July 1, 1992, and subsequently transferred to USA. Eligible employees continued to accrue benefits until the Committee approved the termination of the plan, effective December 31, 2010.

As a result of a collective bargaining agreement effective as of June 2001, all represented employees hired after July 1, 1992, previously receiving capital accumulation contributions under the USA Retirement Savings Plan (the "USA Savings Plan"), ceased receiving such contributions and commenced participation and accrual of credited service under this Plan as of December 25, 2001. Collective bargaining agreement expired in September 2008.

Independent contractors and "leased" employees within the meaning of Internal Revenue Code 414(n)(2) are not eligible to participate in this Plan.

#### **Administration**

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

#### **Master Trust**

On July 1, 1999, USA entered into a defined benefit master trust agreement, known as the USA Defined Benefit Master Trust (the "Master Trust"), with The Bank of New York Mellon, formerly Mellon Bank ("Mellon" or the "Master Trustee"). The Master Trust was established for the collective investment of certain defined benefit plans sponsored by USA. In July 1999, the Plan adopted the USA Master Trust and, accordingly, transferred the assets of the Plan to the Master Trust.

#### **Pension Benefits**

Under the terms of the Plan, participants are fully vested after five years of service and are eligible for normal retirement benefits upon the later of age 65 or five years of service. Certain provisions exist for early retirement, death, and disability benefits. The Plan also provides for benefits upon meeting certain other preconditions.

# USA Retirement Plan for Employees at USA Florida Operations

## Notes to Financial Statements

### December 24, 2012 and 2011

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Monthly normal retirement payments are calculated as follows:

If a participant terminated employment prior to January 1, 2002, the monthly normal retirement benefit is calculated as:

| <b>Date of Service</b>                       | <b>Earnings Amount</b>     |
|----------------------------------------------|----------------------------|
| January 1, 1978, through January 1, 1981     | \$12.00 × credited service |
| January 1, 1981, through January 1, 1983     | \$14.00 × credited service |
| October 1, 1983, through December 25, 1991   | \$25.00 × credited service |
| December 25, 1991, through December 24, 1998 | \$28.00 × credited service |

No more than 40 years of credited service will be used.

If a participant terminates from active employment and retires on or after January 1, 2002, and was hired before July 1, 1992, the monthly normal retirement benefit is calculated as:

| <b>Date of Service</b>                             | <b>Earnings Amount</b>     |
|----------------------------------------------------|----------------------------|
| January 1, 1978, through January 1, 1981           | \$12.00 × credited service |
| January 1, 1981, through January 1, 1983           | \$14.00 × credited service |
| October 1, 1983, through December 25, 2001         | \$40.00 × credited service |
| After December 25, 2001, through December 24, 2004 | \$50.00 × credited service |

Participants who retire and begin receiving a monthly benefit on or after January 1, 2005, the monthly normal retirement benefit shall be determined by multiplying the participant's years of credited service after December 25, 2004, by \$60.00. For a participant who is an active employee effective December 24, 2004, and retires on or after January 1, 2005, the benefit for credited service earned for the period of October 2, 1983, to December 25, 2001 shall increase from \$40.00 to \$45.00 per month per year of credited service.

No more than 40 years of credited service will be used.

Eligible participants will receive early retirement benefits reduced in a manner set forth in the plan document based upon age and service at termination. In the event a participant who meets all requirements for early retirement and remains on early retirement until he attains age sixty-five (65), he shall receive a supplemental payment amount of five dollars (\$5.00) per month for each year of Credited Service as of the date of early retirement, up to a maximum of one hundred twenty-five dollars (\$125.00) per month.

Benefits are payable in the form of a joint and survivor annuity option, a single-life annuity, or other payment forms as set forth in the plan document. If the present value of the pension benefits as of the participant's normal retirement age does not exceed \$5,000, the vested portion of the benefit will be distributed in a lump sum. Upon the termination of the Plan, effective December 31, 2010, participants not yet receiving benefits and retirees who retired after December 31, 2008 were provided a one-time lump sum payment option.

# USA Retirement Plan for Employees at USA Florida Operations

## Notes to Financial Statements

### December 24, 2012 and 2011

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#### Expenses

The Plan's administrative and investment expenses may be paid by the Plan or USA as deemed appropriate by the plan administrator. During the years ended December 24, 2012 and 2011, certain expenses were paid by the Master Trust and allocated monthly to the participating plans (Note 8). Fees paid by USA on behalf of the Plan for administrative services amounted to \$62,782 and \$73,139 for the plan years ended December 24, 2012 and 2011, respectively.

#### Recent Accounting Pronouncements

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

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

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

## 2. Summary of Significant Accounting Policies

#### Basis of Accounting

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

#### Investments

The Plan's investment in the Master Trust is recorded at an amount equal to the Plan's interest in the underlying investments of the Master Trust. Investments of the Master Trust are stated at fair value. Common and preferred stock are stated at fair value based on published market closing prices. Investments in fixed income securities are valued by a pricing service which determines valuations of normal institutionalized trading units of such securities using methods based upon market transactions for comparable securities and various relationships between securities which are generally recognized by institutional traders, or at fair value as determined in good faith by the Trustee of the Trust. The fair value of the common collective trusts is valued at the closing net asset value on the last business day of the year. For those trusts recorded at contract value, the fair value and contract value are based on the fair value and contract value of the underlying investments in the trust. Interests in partnerships and joint ventures are valued at estimated fair value based on fair value as reported in the audited financial statements. Purchases and sales of

# USA Retirement Plan for Employees at USA Florida Operations

## Notes to Financial Statements

### December 24, 2012 and 2011

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securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan's net investment income from the Master Trust is reflected in the statement of changes in net assets available for benefits as net income from investment in the Master Trust (Note 8).

#### **Benefit Payments**

Benefits are recorded when paid. Metropolitan Life Insurance Company ("Metlife") was the paying agent for distribution of benefits under the Plan until August 2012. Lump sum payments were paid by Vanguard Fiduciary Trust Company, as paying agent. Effective September 2012, Principal held all annuity obligations (Note 1).

#### **Use of Estimates**

The preparation of these financial statements in conformity with U.S. GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

#### **Plan Year End**

The Plan's year ends on December 24 of each year and, therefore, differs from the fiscal year end of Master Trust. All asset custodian-supplied information and valuations are reported based on a calendar-year basis. There are no significant differences between the Plan's year end and calendar year balances.

### **3. Accumulated Plan Benefits**

Accumulated plan benefits are those future benefit payments attributable under the Plan's provisions to service that employees have rendered. The actuarial present value of accumulated Plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the benefit information date and the expected payment dates.

The Plan's accumulated plan benefits, at December 25, 2011, are presented below for the specified categories of participants:

#### **Actuarial present value of accumulated plan benefits**

|                                                            |                      |
|------------------------------------------------------------|----------------------|
| Vested benefits                                            |                      |
| Participants currently receiving benefit payments          | \$ 24,769,224        |
| Other participants                                         | <u>6,067,514</u>     |
| Total vested benefits                                      | 30,836,738           |
| Nonvested benefits                                         |                      |
|                                                            | <u>-</u>             |
| Total actuarial present value of accumulated plan benefits | <u>\$ 30,836,738</u> |

# USA Retirement Plan for Employees at USA Florida Operations

## Notes to Financial Statements

### December 24, 2012 and 2011

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The table below summarizes the changes in accumulated plan benefits of the Plan for the year ended December 25, 2011:

|                                                                         |               |
|-------------------------------------------------------------------------|---------------|
| Actuarial present value of accumulated plan benefits, beginning of year | \$ 31,180,903 |
| <b>Decrease during the year attributable to</b>                         |               |
| Benefit payments                                                        | (2,801,046)   |
| Passage of time at 8.25%                                                | 2,456,881     |
| Net decrease                                                            | (344,165)     |
| Actuarial present value of accumulated plan benefits, end of year       | \$ 30,836,738 |

As of December 25, 2011 the above liabilities were based on an ongoing basis as required under ASC-960, using an 8.25% interest rate and other assumptions and methodologies associated with an ongoing valuation. In July 2012, liabilities were settled as a result of the plan termination. Approximately 38% of the liability was transferred to Principal Life Insurance Company based on annuity purchase rates at that time including a 3.37% discount rate, and 62% of the liabilities were settled through lump sum payments through the plan based on 2012 plan lump sum rates of 1.99% for annuity benefits payable in years 0-4, 4.18% for years 5-19, and 4.81% for all years thereafter.

In July 2012, the Plan fully paid its obligation, as follows:

|                                                                                  |                      |
|----------------------------------------------------------------------------------|----------------------|
| <b>Actuarial present value of accumulated plan benefits at December 25, 2011</b> | <b>\$ 30,836,738</b> |
| Decrease during the period December 25, 2011 to July 31, 2012 attributable to    |                      |
| Passage of time at 8.25%                                                         | 1,437,177            |
| Change in actuarial assumptions                                                  | 51,196,150           |
| Benefit payments:                                                                |                      |
| Payments by Metlife, paying agent                                                | (1,888,573)          |
| Payments by Vanguard, paying agent                                               | (31,280,472)         |
| Payment to Principal                                                             | (50,301,020)         |
| Total benefit payments                                                           | (83,470,065)         |
| Net decrease                                                                     | (30,836,738)         |
| <b>Actuarial present value of accumulated plan benefits at July 31, 2012</b>     | <b>\$ -</b>          |

#### 4. Funding Policy

Contributions to provide benefits under the Plan are made solely by USA. USA's funding policy is to make cash contributions to the Plan in amounts at least equal to the minimum required contribution as actuarially derived. During the plan year ended December 24, 2012 and 2011, USA contributed \$26,542,378 and \$0, respectively, to the Plan. These amounts met the ERISA minimum funding requirements.

On August 17, 2006, the Pension Protection Act of 2006 ("PPA Act"), a comprehensive pension reform legislation which revised many rules surrounding defined benefit plans was signed into law. The plan sponsor has implemented the provisions of the PPA Act and the impacts have been included in the Plan's financial statements.

# **USA Retirement Plan for Employees at USA Florida Operations**

## **Notes to Financial Statements**

### **December 24, 2012 and 2011**

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#### **5. Tax Status**

U.S. GAAP requires the Plan's 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 by the plan, and has concluded that as of December 24, 2012, 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.

Prior to the Plan termination, the Plan obtained its latest determination letter on July 30, 2009, which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan had been amended since receiving the determination letter, however, the plan administrator and the plan's tax counsel believe that the plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Accordingly, no provision is made for federal income taxes.

#### **6. Related-Party Transactions**

During 2012 and 2011, certain Plan investments were managed by Mellon or its affiliates. As Mellon has served as the Master Trustee and custodian of the Plan during these years, these transactions qualified as party-in-interest transactions, exempt as defined in ERISA Section 408 and regulations thereunder.

#### **7. Risks and Uncertainties**

The Plan, through its investment in the Master Trust, provides for investment in various investment securities (Note 8). Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term.

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

#### **8. Information Certified by the Plan's Trustee**

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Plan's trustee has certified that the following data included in the accompanying financial statements is complete and accurate as of December 24, 2012 and 2011, and the years then ended:

- Investment in the USA Defined Benefit Master Trust, as shown in the statements of net assets available for plan benefits and in Note 2, 9 and 10.

# USA Retirement Plan for Employees at USA Florida Operations

## Notes to Financial Statements

### December 24, 2012 and 2011

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- Net income from investment in the USA Defined Benefit Master Trust, as shown in the statements of changes in net assets available for plan benefits and information in Note 9.

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

#### 9. Investment in USA Defined Benefit Plan Master Trust

The Master Trust is a trust established for the Plan and several other defined benefit plans sponsored by USA. The following benefit plans participate in the Master Trust:

- USA Retirement Plan
- USA SRB Retirement Plan
- USA FERC Retirement Plan
- USA Retirement Plan for Employees at USA Florida Operations
- USA Retirement Plan for Hourly Employees

Each participating defined benefit plan has an undivided interest in the Master Trust. As of December 24, 2012 and 2011, the Plan's interest in the net assets of the Master Trust was approximately 25.09% and 7.52%, respectively. The participating defined benefit plans originally purchased units of the Master Trust at a unit value of \$1 per unit. The value of the units in the Master Trust is adjusted at the end of each month to reflect the earnings (losses) on investments plus the market value appreciation or (depreciation) of investments, net of investment-related expenses. Master Trust units are purchased and redeemed based upon the prior month's unit value.

The following table presents the participating plans' equity of the Master Trust as of December 24, 2012 and 2011 as well as the activity for the years ending December 24, 2012 and 2011:

|                                                                                            | 2012              | 2011                  |
|--------------------------------------------------------------------------------------------|-------------------|-----------------------|
| Common/collective trusts                                                                   | \$ 955,201        | \$ 738,474,285        |
| Corporate debt instruments                                                                 | -                 | 4,630                 |
| Total investments                                                                          | 955,201           | 738,478,915           |
| Receivables, including receivable on investments sold,<br>dividend and interest receivable | 51                | 553,152               |
| Participating plan's equity                                                                | <u>\$ 955,252</u> | <u>\$ 739,032,067</u> |

**USA Retirement Plan for Employees at USA Florida Operations**  
**Notes to Financial Statements**  
**December 24, 2012 and 2011**

|                                     | 2012                    | 2011                 |
|-------------------------------------|-------------------------|----------------------|
| Dividends                           | \$ 1,251                | \$ 911,016           |
| Interest                            | 321                     | 3,846,623            |
| Net gain (loss) from                |                         |                      |
| Partnership/joint venture interests | -                       | 444,485              |
| Common/collective trusts            | 23,169,976              | 123,749,050          |
| Preferred stocks                    | -                       | 17,189               |
| Common stocks                       | 23,589                  | 20,062,026           |
| U.S. government securities          | -                       | 3,334,456            |
| Corporate debt instruments          | -                       | 675,568              |
| Other                               | -                       | 1,282,863            |
|                                     | <u>23,195,137</u>       | <u>154,323,276</u>   |
| Investment expenses                 | <u>(2,670,135)</u>      | <u>(1,431,708)</u>   |
| Total investment gain               | <u>20,525,002</u>       | <u>152,891,568</u>   |
| Transfer into the Plan              | 387,014,946             | -                    |
| Transfer from the Plan              | <u>(1,145,616,763)</u>  | <u>(89,433,999)</u>  |
| Net (decrease) increase             | <u>\$ (738,076,815)</u> | <u>\$ 63,457,569</u> |

**10. Fair Value Measurements**

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

- Level 1      Quoted prices for identical instruments in active markets.
- Level 2      Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets.
- Level 3      Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable.

When available, quoted market prices are used to determine fair value and such measurements are classified within Level 1. In some cases where market prices are not available, observable market based inputs are used to calculate fair value, in which case the measurements are classified within Level 2. If quoted or observable market prices are not available, fair value is based upon internally developed models that use, where possible, current market-based parameters such as interest rates, yield curves and currency rates. These measurements are classified within Level 3.

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## Notes to Financial Statements

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Fair value measurements are classified according to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust at fair values as of December 24, 2012:

|                          | Level 1           | Level 2     | Level 3     | Fair Value        |
|--------------------------|-------------------|-------------|-------------|-------------------|
| Common/collective trusts |                   |             |             |                   |
| Cash equivalents         | \$ 955,201        | \$ -        | \$ -        | \$ 955,201        |
|                          | <u>\$ 955,201</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 955,201</u> |

The following table sets forth by level, within the fair value hierarchy, the investments of the Master Trust at fair values as of December 24, 2011:

|                            | Level 1             | Level 2               | Level 3     | Fair Value            |
|----------------------------|---------------------|-----------------------|-------------|-----------------------|
| Common/collective trusts   |                     |                       |             |                       |
| Cash equivalents           | \$ 1,107,901        | \$ -                  | \$ -        | \$ 1,107,901          |
| Fixed income securities    | -                   | 737,366,384           | -           | 737,366,384           |
| Corporate debt instruments |                     |                       |             |                       |
| Common                     | 4,630               | -                     | -           | 4,630                 |
|                            | <u>\$ 1,112,531</u> | <u>\$ 737,366,384</u> | <u>\$ -</u> | <u>\$ 738,478,915</u> |

The following table summarizes the attributes of the investments in certain entities that calculate Net Asset Value ("NAV") per Share at December 24, 2012:

|                                                       | Fair Value                | Unfunded Commitments | Remaining Life | Redemption frequency (if currently eligible) | Trade to Settlement Terms | Redemption Notice Period |
|-------------------------------------------------------|---------------------------|----------------------|----------------|----------------------------------------------|---------------------------|--------------------------|
| Common/collective trust investing in cash equivalents | \$ 955,201 <sup>(1)</sup> | \$ -                 | N/A            | daily, pending market                        | 1 to 3 days               | N/A                      |
|                                                       | <u>\$ 955,201</u>         | <u>\$ -</u>          |                |                                              |                           |                          |

<sup>(1)</sup> These categories represent investments in the Common Collective Trusts investing in cash equivalents as noted. Its investments are valued at NAV. All the funds have daily liquidity and are not subject to any redemption restrictions at the measurement date. The funds have different trading terms varying from one to three days.

## 11. Subsequent Events

For the year ended December 24, 2012, the Plan evaluated subsequent events from December 25, 2012 to December 9, 2013, the date that these financial statements were made available to be issued.