Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
BEECHCRAFT SAVINGS AND INVESTMENT PLAN

1b Three-digit plan number (PN) ▶ 004

1c Effective date of plan 04/01/2007

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

BEECHCRAFT CORPORATION

10511 EAST CENTRAL
P. O. BOX 85
WICHITA, KS 67201-0085

2b Employer Identification Number (EIN)
48-0135770

2c Sponsor's telephone number
316-517-4600

2d Business code (see instructions)
336410

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	DANA KOEHLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	DANA KOEHLER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	6453
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	4565
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	1851
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	6420
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	17
f	Total. Add lines **6d** and **6e**.	**6f**	6437
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	6395
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	202
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2S 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] 0 **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
BEECHCRAFT SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
BEECHCRAFT CORPORATION

D Employer Identification Number (EIN)
48-0135770

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	119590	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AM CENT SM CAP VAL I - AMERICAN CE 44-0619208	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP VAL - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COHEN & STEERS RLTY - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL VALUE & RSTRG Z - COLUMBIA MGT 04-3156901	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX INTL STK - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EAGLE SM CAP GRTH I - JPMORGAN INV J.P. MORGAN INVESTOR SERVICES CO. BOSTON, MA 02108	0.15%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS ENDEAVOR R5 - INVESCO CANADA 5140 YONGE STREET, SUITE 900 TORONTO, ON M2N 6 CA	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM GOVT BOND SELECT - BOSTON FINA 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM US EQUITY INST - BOSTON FINANC 330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LZRD EMRG MKTS EQ IS - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB GENESIS - INST CL - STATE STREE 04-0025081	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
OAKMARK GLOBAL I - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.25%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIM TOTAL RT INST - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.03%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP SM CAP STOCK - T. ROWE PRICE S 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WFA INTL BOND IS - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.20%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
BEECHCRAFT SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 004

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
BEECHCRAFT CORPORATION

D Employer Identification Number (EIN)
48-0135770

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

a Name of MTIA, CCT, PSA, or 103-12 IE: FIDELITY MANAGED INCOME PORT II

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

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)
04-3022712-025	C	100420495

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)

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
BEECHCRAFT SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
BEECHCRAFT CORPORATION

D Employer Identification Number (EIN)
48-0135770

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	188609	493037
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	20874441	18764234
(9) Value of interest in common/collective trusts	1c(9)	107053936	100420495
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	307930144	373039546
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	436047130	492717312
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	436047130	492717312

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	22374800	
(B) Participants	2a(1)(B)	21021880	
(C) Others (including rollovers)	2a(1)(C)	2231330	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		45628010
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	650219	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		650219
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	16894619	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		16894619
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-326478
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		54909447
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		117755817
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	61001771	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		61001771
f Corrective distributions (see instructions)	2f		608
g Certain deemed distributions of participant loans (see instructions)	2g		-38141
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	121397	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		121397
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		61085635
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		56670182
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: GRANT THORNTON LLP **(2)** EIN: 36-6055558

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
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.)	4a	X		23924
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.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		20000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ..... ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
BEECHCRAFT SAVINGS AND INVESTMENT PLAN

B Three-digit plan number (PN) ▶ 004

C Plan sponsor's name as shown on line 2a of Form 5500
BEECHCRAFT CORPORATION

D Employer Identification Number (EIN)
48-0135770

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Beechcraft Savings and Investment Plan

Financial Statements and Supplemental Schedules
December 31, 2013 and 2012

Beechcraft Savings and Investment Plan
Index
December 31, 2013 and 2012

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Financial Statements

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Supplemental Schedules*

Schedule H, Line 4a - Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2013 17

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) 18

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

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Participants and Administrator of
Beechcraft Savings and Investment Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of Beechcraft Savings and Investment Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note 9, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2013 and 2012, and for the years then ended, stating that the certified information provided to the Plan administrator is complete and accurate.

Grant Thornton

Disclaimer of opinion

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

Supplementary information

The supplemental schedules of delinquent participant contributions for the year ended December 31, 2013 and assets (held at end of year) as of December 31, 2013 are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified information described in Note 9, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Grant Thornton LLP

Wichita, Kansas
October 15, 2014

Grant Thornton LLP
U.S. member firm of Grant Thornton International Ltd

Beechcraft Savings and Investment Plan
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets		
Investments, at fair value (Note 5)		
Registered investment companies	$ 373,039,546	$ 307,930,144
Common collective trusts	100,420,495	107,053,936
Total investments	473,460,041	414,984,080
Receivables		
Company contributions	493,037	188,609
Notes receivable from participants	18,779,780	20,890,024
Total receivables	19,272,817	21,078,633
Total assets	492,732,858	436,062,713
Liabilities		
Other payables	269	565
Net assets available for benefits at fair value	492,732,589	436,062,148
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	(1,413,559)	(2,903,271)
Net assets available for benefits	$ 491,319,030	$ 433,158,877

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

Beechcraft Savings and Investment Plan
Statements of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013 and 2012

	2013	2012
Additions to net assets attributable to		
Net appreciation in fair value of investments (Note 5)	$ 56,072,681	$ 26,960,138
Interest and dividends	16,894,619	14,027,661
	72,967,300	40,987,799
Interest income on notes receivable from participants	650,183	783,827
Contributions and deferrals		
Employee contributions	21,022,175	23,590,864
Company contributions	22,374,800	10,101,951
Rollover contributions	2,231,330	1,181,836
	45,628,305	34,874,651
Total additions	119,245,788	76,646,277
Deductions from net assets attributable to		
Distributions to participants	60,964,238	82,130,374
Administrative expenses	121,397	179,190
Total deductions	61,085,635	82,309,564
Increase (decrease) in net assets available for benefits	58,160,153	(5,663,287)
Net assets available for benefits		
Beginning of year	433,158,877	438,822,164
End of year	$ 491,319,030	$ 433,158,877

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

1. Description of Plan

General

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

The Plan is a defined contribution plan sponsored by Beechcraft Corporation, covering the majority of employees of Beechcraft Corporation and its affiliates (the "Company"). Beechcraft Corporation is a subsidiary of Beech Holdings, LLC which was formed on February 15, 2013 when it acquired substantially all of the assets and assumed certain liabilities of Hawker Beechcraft, Inc. This acquisition was a result of emerging from Chapter 11 protection of the U.S. Bankruptcy Code. The Plan was adopted on March 26, 2007.

The Plan consists of two parts, the Savings and Investment Plan ("401(k) Plan") and the Retirement Income Savings Program ("RISP"). The 401(k) Plan is comprised of contributions from employees ("Employee Contributions") and the Company ("Company Match"). The RISP is comprised of contributions from the Company ("RISP Contributions") only. Most employees are immediately eligible to enroll in the 401(k) Plan on the first day of service. Prior to January 1, 2013, most employees hired or rehired on or after January 1, 2007 who were not covered under a collective bargaining agreement and were not accruing a benefit under a tax-qualified defined benefit pension plan sponsored by the Company ("RISP Participants") were immediately eligible to participate and were enrolled in the RISP. Effective January 1, 2013, the Plan was amended to allow all employees to participate in the RISP. The purpose of the Plan is to provide participants with tax-effective means of meeting both short-term and long-term investment objectives.

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

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

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

Contributions and Deferrals

Employees may contribute to the 401(k) Plan up to 50% of their annual compensation. Annual earnings in excess of $255,000, adjusted annually for changes in the cost of living as provided in Section 401(a)(17) of the Internal Revenue Code (the "Code"), are not eligible when determining benefits under the Plan. Employee contributions, including rollovers, are invested based on an investment allocation determined by participant elections ("Investment Allocation"). For 2013, the annual employee pre-tax elective deferral contributions for a participant cannot exceed $17,500, plus catch-up contributions. Participants also may make after-tax contributions, but total employee (pre-tax and after-tax) contributions and employer contributions may not exceed $51,000 for the 2013 plan year, plus catch-up contributions. A participant who is eligible to make elective pre-tax contributions and is at least age 50 by the end of 2013 may make pre-tax catch-up contributions up to $5,500.

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

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

The Company amended the plan effective April 15, 2013 and began matching 50% of the first 6% of contributions. Prior to that, the Company matched 50% of the first 4% of contributions. Company Match is made in cash and is invested based on the participant's Investment Allocation.

The Company makes RISP Contributions in addition to any Company Match that may be contributed. RISP Contributions range from 3% to 6% of compensation effective January 1, 2013. Prior to that, contributions ranged from 3% to 9% of compensation. Contributions are determined by the employee's age, date of employment or re-employment, and number of years employed since the date of employment or re-employment (whichever is most recent) and are made in cash and invested based on the participant's Investment Allocation.

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

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

Vesting
All Employee Contributions, Company Match and earnings thereon are immediately 100% vested for each Plan participant performing one hour of service. All RISP Contributions and earnings thereon are 100% vested after three uninterrupted years of work at the Company. RISP Contributions for most RISP Participants who terminated on or prior to December 31, 2006 and were then rehired on or after January 1, 2007 are immediately 100% vested. Forfeitures of the nonvested portions of participants' RISP accounts are used to reduce Company contributions. Forfeitures of $1,291,537 and $697,825 were used to reduce Company contributions during the years ended December 31, 2013 and 2012, respectively. Forfeitures available for future use were $618,738 and $461,997 at December 31, 2013 and 2012, respectively.

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

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

Loans to Participants
A participant may borrow a portion of the balance in the participant's 401(k) account, subject to certain restrictions. The maximum amount of a loan is the lesser of one-half of the participant's account balance or $50,000. The minimum loan is $500. A participant may have two loans outstanding at one time. Loans are secured by the balance in the participant's account and bear a reasonable rate of interest commensurate with the interest rates charged under similar circumstances by persons in the business of lending money. Loans must be repaid over a period of up to five years, except that if the loan is used to acquire a dwelling which is to be used as a principal residence of the participant, the repayment period may extend to up to 15 years. Loan payments and interest payments are credited to the borrower's account in the investment fund or funds according to the participant's current investment election. Loans are valued at principal outstanding, plus accrued but unpaid interest. The interest rates on the outstanding loans ranged from 3.25% to 9.5% as of December 31, 2013. Loans may not be secured against a RISP Participant's RISP Account. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

2. Summary of Significant Accounting Policies

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

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

Risks and Uncertainties
The Plan provides for various investment options in any combination of registered investment companies and common collective trusts. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

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

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

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

Security transactions are recorded on the trade date.

Dividend income is recorded on the ex-dividend date.

Interest income is recorded on the accrual basis.

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

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

Payment of Benefits
Benefits are recorded when paid.

Subsequent Events
The Plan evaluated and disclosed subsequent events through October 15, 2014, which represents the date which the financial statements were available to be issued.

3. Fair Value Measurements

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

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

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

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

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

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

	December 31, 2013			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets				
Mutual funds				
Bond funds	$ 16,314,853	$ -	$ -	$ 16,314,853
Equity funds	12,643,425	-	-	12,643,425
Fixed income funds	3,225,995	-	-	3,225,995
Growth funds	68,100,313	-	-	68,100,313
Lifecycle funds	141,559,318	-	-	141,559,318
Specialty stock funds	4,953,397	-	-	4,953,397
Value/blend funds	126,242,245	-	-	126,242,245
Common collective trust	-	100,420,495	-	100,420,495
Total	$ 373,039,546	$ 100,420,495	$ -	$ 473,460,041

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

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

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

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

4. Stable Value Fund

The primary purpose of the Stable Value Fund (the Fund) is to provide preservation of capital and a competitive level of income over time that is consistent with the preservation of capital. To achieve the above objectives, the Fund invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enters into "wrap" contracts issued by third-parties, and invests in cash equivalents represented by

shares in money market funds. Exposure of the Fund to credit wrap risk is minimized by diversification of the wrap contracts across an approved group of issuers. The Fund's ability to receive amounts due pursuant to these contracts is dependent upon the issuers' ability to meet their financial obligations.

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

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

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

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

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

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

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

The following summarizes the average yields earned by the fund's fully benefit-responsive contracts during 2013 and 2012:

	2013	2012
Based on actual earnings	1.04%	0.71%
Based on interest rate credited to participants	1.39%	1.65%

The following are brief descriptions of the synthetic GICs' and wrapper contracts held by the Fund at December 31, 2013:

	Contract Value	Adjustment to Fair Value	Fair Value
Monumental Life Insurance Company Rated AA- Yield 1.43%	$ 19,934,617	$ 296,621	$ 20,231,238
State Street Bank & Trust Rated AA- Yield 1.45%	13,256,653	203,875	13,460,528
JP Morgan Chase Bank Rated A+ Yield 1.42%	20,424,198	298,801	20,722,999
Bank of Tokyo - Mitsubishi Rated A+ Yield 1.39%	18,637,429	272,661	18,910,090
American General Life Rated A+ Yield 1.42%	13,056,002	191,006	13,247,008
Prudential Insurance Company America Rated AA- Yield 1.40%	10,293,719	150,595	10,444,314
Fidelity Institutional Money Market Fund Yield 0.04%	3,404,318	-	3,404,318
Totals	$ 99,006,936	$ 1,413,559	$ 100,420,495

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

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

5. Investments

The following tables present the Plan's fair value of investments at December 31, 2013 and 2012. Investments that represent five percent or more of the Plan's net assets are separately identified.

Investments at Fair Value	December 31, 2013		December 31, 2012	
Cohen & Steers Realty Shares	$ 4,953,397		$ 5,856,024	
T. Rowe Price Small Cap Stock	10,729,153		7,212,121	
PIMCO Total Return Inst CL	12,409,882		17,683,232	
Lazard Emerging Markets Equity Fund Inst	669,085		843,463	
Vanguard Small Cap Index Fund Signal	1,596,309		453,238	
JP Morgan US Equity Inst CL	14,598,176		10,811,300	
Columbia Value & Restrucuturing Z	31,202,500	*	25,466,174	*
JP Morgan Government Bond Select CL	1,344,857		2,447,697	
American Cent Small Cap Val Inst CL	4,537,761		3,233,212	
Vanguard Equity Income Admiral	1,305,765		-	
Vanguard PRIMECAP Fund Admiral Shares	38,224,355	*	28,284,816	*
Neuberger Berman Genesis Fund Inst CL	16,650,431		13,102,766	
Artisan Mid Cap Value Inv CL	6,632,168		3,783,870	
Oakmark Global CL I	7,007,265		3,962,845	
First Eagle Overseas Inst CL	6,482,379		6,403,347	
Wells Fargo International Bond Fund IS	2,560,114		3,738,051	
Dodge & Cox Intl Stock	4,855,281		3,732,487	
Eagle Small Cap Growth Fund CL I	13,225,527		10,187,398	
Invesco Endeavor Fund R5 CL	3,871,556		1,816,725	
Fidelity High Income Fund	3,225,995		2,353,169	
Managed Income Portfolio II Class 2	100,420,495	*	107,053,936	*
Spartan Extended Market Index Fund - Fidelity Advantage CL	1,781,229		710,871	
Fidelity Freedom K Fund	429,830		584,491	
Fidelity Freedom K 2000 Fund	151,355		231,733	
Fidelity Freedom K 2005 Fund	310,454		403,391	
Fidelity Freedom K 2010 Fund	3,309,914		3,267,600	
Fidelity Freedom K 2015 Fund	16,093,768		15,406,883	
Fidelity Freedom K 2020 Fund	33,078,809	*	28,964,418	*
Fidelity Freedom K 2025 Fund	30,402,412	*	25,270,542	*
Fidelity Freedom K 2030 Fund	20,831,456		17,239,223	
Fidelity Freedom K 2035 Fund	14,446,566		11,483,807	
Fidelity Freedom K 2040 Fund	10,475,148		8,227,930	
Fidelity Freedom K 2045 Fund	6,754,936		5,171,443	
Fidelity Freedom K 2050 Fund	4,935,623		3,316,673	
Fidelity Freedom K 2055 Fund	339,047		379,793	
Spartan 500 Index Inst CL	34,817,123	*	27,870,039	*
Spartan International Index Fund Inst CL	8,799,920		8,029,372	
Total Investments	$ 473,460,041		$ 414,984,080	

* 5% or more of net assets available for benefits

The Plan's investments (including gains and losses on investments bought and sold, as well as those investments held during the year) appreciated in value by $56,072,681 and $26,960,138 for the year ended December 31, 2013 and 2012, respectively. Net appreciation by investment category for the years ended December 31, 2013 and 2012 was as follows:

	Year Ended December 31, 2013	Year Ended December 31, 2012
Registered investment companies	$ 54,909,447	$ 23,676,856
Common collective trusts	1,163,234	1,546,542
Other investments	-	1,736,740
Net appreciation in fair value of investments	$ 56,072,681	$ 26,960,138

6. Plan Termination

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

7. Federal Income Tax Status

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

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 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 believes it is no longer subject to income tax examinations for years prior to 2010.

8. Parties-in-Interest

The trustee of the Plan is Fidelity Management Trust Company ("Fidelity" or the "Trustee"). Certain Plan investments are shares of registered investment companies managed by affiliates of the Trustee and therefore, these transactions qualify as party-in-interest transactions. The fair value of

the Plan's investments managed by Fidelity totaled $290,604,080 and $265,965,314 at December 31, 2013 and 2012, respectively. Fidelity is considered a party-in-interest as defined by ERISA.

9. Summary of Information Certified by the Trustee

As permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA, the Plan sponsor has accepted the certifications of Fidelity as to the accuracy and completeness of the investment information included in the accompanying financial statements and supplemental schedule and instructed the Plan's independent auditors not to perform any auditing procedures with respect to such information. Accordingly, the following information certified by Fidelity as of and for the years ended December 31, 2013 and 2012 was not subjected to any auditing procedures except for comparing such information with the related information contained in the accompanying financial statements and supplemental schedule:

- Investments at fair value as of December 31, 2013 and 2012, which are included in the Statements of Net Assets Available for Benefits.
- Net appreciation, which is included in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2013 and 2012.
- All information regarding assets held by the trustee at December 31, 2013 as included in Schedule H Line 4i – Schedule of Assets (held at end of year).
- Notes receivable from participants as of December 31, 2013 and 2012, which are included in the Statements of Net Assets Available for Benefits
- Interest and dividends on investments, and interest income on notes receivable from participants, which are included in the Statements of Changes in Net Assets Available for Benefits

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2013 and 2012:

	December 31, 2013	December 31, 2012
Net assets available for benefits per the financial statements	$ 491,319,030	$ 433,158,877
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	1,413,559	2,903,271
Accrued interest on notes receivable from participants	(15,546)	(15,584)
Accrued other payables	269	565
Net assets available for benefits per the 5500	$ 492,717,312	$ 436,047,129

The following is a reconciliation of the additions per the financial statements to the Form 5500 for the years ended December 31, 2013 and 2012:

	December 31, 2013	December 31, 2012
Total additions per the financial statements	$ 119,245,788	$ 76,646,277
Change in adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	(1,489,713)	59,038
Change in accrued interest on notes receivable from participants	38	(876)
Change in accrued other payables	(296)	(19,747)
Total additions per the Form 5500	$ 117,755,817	$ 76,684,692

11. Subsequent Events

Effective January 1, 2014, the Company will match 67% of the first 6% of contributions.

On March 14, 2014, the plan sponsor was purchased by Textron Inc. As a result, the Plan was frozen on April 6, 2014. No more contributions were allowed and participants became 100% vested in their RISP contributions. The Plan was merged into the Textron Savings Plan on August 21, 2014.

Beechcraft Savings and Investment Plan
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
December 31, 2013

EIN #48-0135770, Plan #004

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

Beechcraft Savings and Investment Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2013

(a)	(b) Identity of Issuer	(c) Description of investment	(d) Cost**	(e) Current value
	Cohen and Steers Realty	Cohen & Steers Realty Shares	$ -	$ 4,953,397
	T. Rowe Price	T. Rowe Price Small Cap Stock	-	10,729,153
	PIMCO	PIMCO Total Return Inst CL	-	12,409,882
	Lazard	Lazard Emerging Markets Equity Fund Inst	-	669,085
	Vanguard	Vanguard Small Cap Index Fund Signal	-	1,596,309
	JP Morgan	JP Morgan US Equity Inst CL	-	14,598,176
	Columbia Management	Columbia Value & Restrucuturing Z	-	31,202,500
	JP Morgan	JP Morgan Government Bond Select CL	-	1,344,857
	American Century	American Cent Small Cap Val Instl CL	-	4,537,761
	Vanguard	Vanguard Equity Income Admiral	-	1,305,765
	Vanguard	Vanguard PRIMECAP Fund Admiral Shares	-	38,224,355
	Neuberger Berman	Neuberger Berman Genesis Fund Inst CL	-	16,650,431
	Artisan Funds	Artisan Mid Cap Value Inv CL	-	6,632,168
	The Oakmark Funds	Oakmark Global CL I	-	7,007,265
	First Eagle Funds	First Eagle Overseas Inst CL	-	6,482,379
	Wells Fargo	Wells Fargo International Bond Fund IS	-	2,560,114
	Dodge & Cox Fund	Dodge & Cox Intl Stock	-	4,855,281
	Eagle Asset Management	Eagle Small Cap Growth Fund CL I	-	13,225,527
	Invesco	Invesco Endeavor Fund R5 CL	-	3,871,556
*	Fidelity	Fidelity High Income Fund	-	3,225,995
*	Fidelity	Managed Income Portfolio II Class 2	-	100,420,495
*	Fidelity	Spartan Extended Market Index Fund - Fidelity Advantage CL	-	1,781,229
*	Fidelity	Fidelity Freedom K Fund	-	429,830
*	Fidelity	Fidelity Freedom K 2000 Fund	-	151,355
*	Fidelity	Fidelity Freedom K 2005 Fund	-	310,454
*	Fidelity	Fidelity Freedom K 2010 Fund	-	3,309,914
*	Fidelity	Fidelity Freedom K 2015 Fund	-	16,093,768
*	Fidelity	Fidelity Freedom K 2020 Fund	-	33,078,809
*	Fidelity	Fidelity Freedom K 2025 Fund	-	30,402,412
*	Fidelity	Fidelity Freedom K 2030 Fund	-	20,831,456
*	Fidelity	Fidelity Freedom K 2035 Fund	-	14,446,566
*	Fidelity	Fidelity Freedom K 2040 Fund	-	10,475,148
*	Fidelity	Fidelity Freedom K 2045 Fund	-	6,754,936
*	Fidelity	Fidelity Freedom K 2050 Fund	-	4,935,623
*	Fidelity	Fidelity Freedom K 2055 Fund	-	339,047
*	Fidelity	Spartan 500 Index Inst CL	-	34,817,123
*	Fidelity	Spartan International Index Fund Inst CL	-	8,799,920
*	Fidelity	Participant Loans (interest rates from 3.25% - 9.5%)	-	18,779,780
		Total Investments	$ -	$ 492,239,821

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

** Cost not required for participant-directed investments.

Beechcraft Savings and Investment Plan

Financial Statements and Supplemental Schedules
December 31, 2013 and 2012

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

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Participants and Administrator of
Beechcraft Savings and Investment Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of Beechcraft Savings and Investment Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note 9, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2013 and 2012, and for the years then ended, stating that the certified information provided to the Plan administrator is complete and accurate.

Grant Thornton

Disclaimer of opinion

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

Supplementary information

The supplemental schedules of delinquent participant contributions for the year ended December 31, 2013 and assets (held at end of year) as of December 31, 2013 are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified information described in Note 9, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Grant Thornton LLP

Wichita, Kansas
October 15, 2014

Grant Thornton LLP
U.S. member firm of Grant Thornton International Ltd

Beechcraft Savings and Investment Plan
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets		
Investments, at fair value (Note 5)		
Registered investment companies	$ 373,039,546	$ 307,930,144
Common collective trusts	100,420,495	107,053,936
Total investments	473,460,041	414,984,080
Receivables		
Company contributions	493,037	188,609
Notes receivable from participants	18,779,780	20,890,024
Total receivables	19,272,817	21,078,633
Total assets	492,732,858	436,062,713
Liabilities		
Other payables	269	565
Net assets available for benefits at fair value	492,732,589	436,062,148
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	(1,413,559)	(2,903,271)
Net assets available for benefits	$ 491,319,030	$ 433,158,877

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

Beechcraft Savings and Investment Plan
Statements of Changes in Net Assets Available for Benefits
Year Ended December 31, 2013 and 2012

	2013	2012
Additions to net assets attributable to		
Net appreciation in fair value of investments (Note 5)	$ 56,072,681	$ 26,960,138
Interest and dividends	16,894,619	14,027,661
	72,967,300	40,987,799
Interest income on notes receivable from participants	650,183	783,827
Contributions and deferrals		
Employee contributions	21,022,175	23,590,864
Company contributions	22,374,800	10,101,951
Rollover contributions	2,231,330	1,181,836
	45,628,305	34,874,651
Total additions	119,245,788	76,646,277
Deductions from net assets attributable to		
Distributions to participants	60,964,238	82,130,374
Administrative expenses	121,397	179,190
Total deductions	61,085,635	82,309,564
Increase (decrease) in net assets available for benefits	58,160,153	(5,663,287)
Net assets available for benefits		
Beginning of year	433,158,877	438,822,164
End of year	$ 491,319,030	$ 433,158,877

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

1. Description of Plan

General

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

The Plan is a defined contribution plan sponsored by Beechcraft Corporation, covering the majority of employees of Beechcraft Corporation and its affiliates (the "Company"). Beechcraft Corporation is a subsidiary of Beech Holdings, LLC which was formed on February 15, 2013 when it acquired substantially all of the assets and assumed certain liabilities of Hawker Beechcraft, Inc. This acquisition was a result of emerging from Chapter 11 protection of the U.S. Bankruptcy Code. The Plan was adopted on March 26, 2007.

The Plan consists of two parts, the Savings and Investment Plan ("401(k) Plan") and the Retirement Income Savings Program ("RISP"). The 401(k) Plan is comprised of contributions from employees ("Employee Contributions") and the Company ("Company Match"). The RISP is comprised of contributions from the Company ("RISP Contributions") only. Most employees are immediately eligible to enroll in the 401(k) Plan on the first day of service. Prior to January 1, 2013, most employees hired or rehired on or after January 1, 2007 who were not covered under a collective bargaining agreement and were not accruing a benefit under a tax-qualified defined benefit pension plan sponsored by the Company ("RISP Participants") were immediately eligible to participate and were enrolled in the RISP. Effective January 1, 2013, the Plan was amended to allow all employees to participate in the RISP. The purpose of the Plan is to provide participants with tax-effective means of meeting both short-term and long-term investment objectives.

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

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

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

Contributions and Deferrals

Employees may contribute to the 401(k) Plan up to 50% of their annual compensation. Annual earnings in excess of $255,000, adjusted annually for changes in the cost of living as provided in Section 401(a)(17) of the Internal Revenue Code (the "Code"), are not eligible when determining benefits under the Plan. Employee contributions, including rollovers, are invested based on an investment allocation determined by participant elections ("Investment Allocation"). For 2013, the annual employee pre-tax elective deferral contributions for a participant cannot exceed $17,500, plus catch-up contributions. Participants also may make after-tax contributions, but total employee (pre-tax and after-tax) contributions and employer contributions may not exceed $51,000 for the 2013 plan year, plus catch-up contributions. A participant who is eligible to make elective pre-tax contributions and is at least age 50 by the end of 2013 may make pre-tax catch-up contributions up to $5,500.

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

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

The Company amended the plan effective April 15, 2013 and began matching 50% of the first 6% of contributions. Prior to that, the Company matched 50% of the first 4% of contributions. Company Match is made in cash and is invested based on the participant's Investment Allocation.

The Company makes RISP Contributions in addition to any Company Match that may be contributed. RISP Contributions range from 3% to 6% of compensation effective January 1, 2013. Prior to that, contributions ranged from 3% to 9% of compensation. Contributions are determined by the employee's age, date of employment or re-employment, and number of years employed since the date of employment or re-employment (whichever is most recent) and are made in cash and invested based on the participant's Investment Allocation.

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

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

Vesting
All Employee Contributions, Company Match and earnings thereon are immediately 100% vested for each Plan participant performing one hour of service. All RISP Contributions and earnings thereon are 100% vested after three uninterrupted years of work at the Company. RISP Contributions for most RISP Participants who terminated on or prior to December 31, 2006 and were then rehired on or after January 1, 2007 are immediately 100% vested. Forfeitures of the nonvested portions of participants' RISP accounts are used to reduce Company contributions. Forfeitures of $1,291,537 and $697,825 were used to reduce Company contributions during the years ended December 31, 2013 and 2012, respectively. Forfeitures available for future use were $618,738 and $461,997 at December 31, 2013 and 2012, respectively.

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

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

Loans to Participants
A participant may borrow a portion of the balance in the participant's 401(k) account, subject to certain restrictions. The maximum amount of a loan is the lesser of one-half of the participant's account balance or $50,000. The minimum loan is $500. A participant may have two loans outstanding at one time. Loans are secured by the balance in the participant's account and bear a reasonable rate of interest commensurate with the interest rates charged under similar circumstances by persons in the business of lending money. Loans must be repaid over a period of up to five years, except that if the loan is used to acquire a dwelling which is to be used as a principal residence of the participant, the repayment period may extend to up to 15 years. Loan payments and interest payments are credited to the borrower's account in the investment fund or funds according to the participant's current investment election. Loans are valued at principal outstanding, plus accrued but unpaid interest. The interest rates on the outstanding loans ranged from 3.25% to 9.5% as of December 31, 2013. Loans may not be secured against a RISP Participant's RISP Account. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

2. Summary of Significant Accounting Policies

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

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

Risks and Uncertainties
The Plan provides for various investment options in any combination of registered investment companies and common collective trusts. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

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

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

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

Security transactions are recorded on the trade date.

Dividend income is recorded on the ex-dividend date.

Interest income is recorded on the accrual basis.

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

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

Payment of Benefits
Benefits are recorded when paid.

Subsequent Events
The Plan evaluated and disclosed subsequent events through October 15, 2014, which represents the date which the financial statements were available to be issued.

3. Fair Value Measurements

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

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

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

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

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

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

	December 31, 2013			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Assets				
Mutual funds				
Bond funds	$ 16,314,853	$ -	$ -	$ 16,314,853
Equity funds	12,643,425	-	-	12,643,425
Fixed income funds	3,225,995	-	-	3,225,995
Growth funds	68,100,313	-	-	68,100,313
Lifecycle funds	141,559,318	-	-	141,559,318
Specialty stock funds	4,953,397	-	-	4,953,397
Value/blend funds	126,242,245	-	-	126,242,245
Common collective trust	-	100,420,495	-	100,420,495
Total	$ 373,039,546	$ 100,420,495	$ -	$ 473,460,041

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

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

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

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

4. Stable Value Fund

The primary purpose of the Stable Value Fund (the Fund) is to provide preservation of capital and a competitive level of income over time that is consistent with the preservation of capital. To achieve the above objectives, the Fund invests in assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and enters into "wrap" contracts issued by third-parties, and invests in cash equivalents represented by

shares in money market funds. Exposure of the Fund to credit wrap risk is minimized by diversification of the wrap contracts across an approved group of issuers. The Fund's ability to receive amounts due pursuant to these contracts is dependent upon the issuers' ability to meet their financial obligations.

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

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

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

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

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

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

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

The following summarizes the average yields earned by the fund's fully benefit-responsive contracts during 2013 and 2012:

	2013	2012
Based on actual earnings	1.04%	0.71%
Based on interest rate credited to participants	1.39%	1.65%

The following are brief descriptions of the synthetic GICs' and wrapper contracts held by the Fund at December 31, 2013:

	Contract Value	Adjustment to Fair Value	Fair Value
Monumental Life Insurance Company Rated AA- Yield 1.43%	$ 19,934,617	$ 296,621	$ 20,231,238
State Street Bank & Trust Rated AA- Yield 1.45%	13,256,653	203,875	13,460,528
JP Morgan Chase Bank Rated A+ Yield 1.42%	20,424,198	298,801	20,722,999
Bank of Tokyo - Mitsubishi Rated A+ Yield 1.39%	18,637,429	272,661	18,910,090
American General Life Rated A+ Yield 1.42%	13,056,002	191,006	13,247,008
Prudential Insurance Company America Rated AA- Yield 1.40%	10,293,719	150,595	10,444,314
Fidelity Institutional Money Market Fund Yield 0.04%	3,404,318	-	3,404,318
Totals	$ 99,006,936	$ 1,413,559	$ 100,420,495

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

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

5. Investments

The following tables present the Plan's fair value of investments at December 31, 2013 and 2012. Investments that represent five percent or more of the Plan's net assets are separately identified.

Investments at Fair Value	December 31, 2013		December 31, 2012	
Cohen & Steers Realty Shares	$ 4,953,397		$ 5,856,024	
T. Rowe Price Small Cap Stock	10,729,153		7,212,121	
PIMCO Total Return Inst CL	12,409,882		17,683,232	
Lazard Emerging Markets Equity Fund Inst	669,085		843,463	
Vanguard Small Cap Index Fund Signal	1,596,309		453,238	
JP Morgan US Equity Inst CL	14,598,176		10,811,300	
Columbia Value & Restrucuturing Z	31,202,500	*	25,466,174	*
JP Morgan Government Bond Select CL	1,344,857		2,447,697	
American Cent Small Cap Val Inst CL	4,537,761		3,233,212	
Vanguard Equity Income Admiral	1,305,765		-	
Vanguard PRIMECAP Fund Admiral Shares	38,224,355	*	28,284,816	*
Neuberger Berman Genesis Fund Inst CL	16,650,431		13,102,766	
Artisan Mid Cap Value Inv CL	6,632,168		3,783,870	
Oakmark Global CL I	7,007,265		3,962,845	
First Eagle Overseas Inst CL	6,482,379		6,403,347	
Wells Fargo International Bond Fund IS	2,560,114		3,738,051	
Dodge & Cox Intl Stock	4,855,281		3,732,487	
Eagle Small Cap Growth Fund CL I	13,225,527		10,187,398	
Invesco Endeavor Fund R5 CL	3,871,556		1,816,725	
Fidelity High Income Fund	3,225,995		2,353,169	
Managed Income Portfolio II Class 2	100,420,495	*	107,053,936	*
Spartan Extended Market Index Fund - Fidelity Advantage CL	1,781,229		710,871	
Fidelity Freedom K Fund	429,830		584,491	
Fidelity Freedom K 2000 Fund	151,355		231,733	
Fidelity Freedom K 2005 Fund	310,454		403,391	
Fidelity Freedom K 2010 Fund	3,309,914		3,267,600	
Fidelity Freedom K 2015 Fund	16,093,768		15,406,883	
Fidelity Freedom K 2020 Fund	33,078,809	*	28,964,418	*
Fidelity Freedom K 2025 Fund	30,402,412	*	25,270,542	*
Fidelity Freedom K 2030 Fund	20,831,456		17,239,223	
Fidelity Freedom K 2035 Fund	14,446,566		11,483,807	
Fidelity Freedom K 2040 Fund	10,475,148		8,227,930	
Fidelity Freedom K 2045 Fund	6,754,936		5,171,443	
Fidelity Freedom K 2050 Fund	4,935,623		3,316,673	
Fidelity Freedom K 2055 Fund	339,047		379,793	
Spartan 500 Index Inst CL	34,817,123	*	27,870,039	*
Spartan International Index Fund Inst CL	8,799,920		8,029,372	
Total Investments	$ 473,460,041		$ 414,984,080	

* 5% or more of net assets available for benefits

The Plan's investments (including gains and losses on investments bought and sold, as well as those investments held during the year) appreciated in value by $56,072,681 and $26,960,138 for the year ended December 31, 2013 and 2012, respectively. Net appreciation by investment category for the years ended December 31, 2013 and 2012 was as follows:

	Year Ended December 31, 2013	Year Ended December 31, 2012
Registered investment companies	$ 54,909,447	$ 23,676,856
Common collective trusts	1,163,234	1,546,542
Other investments	-	1,736,740
Net appreciation in fair value of investments	$ 56,072,681	$ 26,960,138

6. Plan Termination

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

7. Federal Income Tax Status

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

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 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 believes it is no longer subject to income tax examinations for years prior to 2010.

8. Parties-in-Interest

The trustee of the Plan is Fidelity Management Trust Company ("Fidelity" or the "Trustee"). Certain Plan investments are shares of registered investment companies managed by affiliates of the Trustee and therefore, these transactions qualify as party-in-interest transactions. The fair value of

the Plan's investments managed by Fidelity totaled $290,604,080 and $265,965,314 at December 31, 2013 and 2012, respectively. Fidelity is considered a party-in-interest as defined by ERISA.

9. Summary of Information Certified by the Trustee

As permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA, the Plan sponsor has accepted the certifications of Fidelity as to the accuracy and completeness of the investment information included in the accompanying financial statements and supplemental schedule and instructed the Plan's independent auditors not to perform any auditing procedures with respect to such information. Accordingly, the following information certified by Fidelity as of and for the years ended December 31, 2013 and 2012 was not subjected to any auditing procedures except for comparing such information with the related information contained in the accompanying financial statements and supplemental schedule:

- Investments at fair value as of December 31, 2013 and 2012, which are included in the Statements of Net Assets Available for Benefits.
- Net appreciation, which is included in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2013 and 2012.
- All information regarding assets held by the trustee at December 31, 2013 as included in Schedule H Line 4i – Schedule of Assets (held at end of year).
- Notes receivable from participants as of December 31, 2013 and 2012, which are included in the Statements of Net Assets Available for Benefits
- Interest and dividends on investments, and interest income on notes receivable from participants, which are included in the Statements of Changes in Net Assets Available for Benefits

10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2013 and 2012:

	December 31, 2013	December 31, 2012
Net assets available for benefits per the financial statements	$ 491,319,030	$ 433,158,877
Adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	1,413,559	2,903,271
Accrued interest on notes receivable from participants	(15,546)	(15,584)
Accrued other payables	269	565
Net assets available for benefits per the 5500	$ 492,717,312	$ 436,047,129

The following is a reconciliation of the additions per the financial statements to the Form 5500 for the years ended December 31, 2013 and 2012:

	December 31, 2013	December 31, 2012
Total additions per the financial statements	$ 119,245,788	$ 76,646,277
Change in adjustment from fair value to contract value for interest in fully benefit-responsive investment contracts	(1,489,713)	59,038
Change in accrued interest on notes receivable from participants	38	(876)
Change in accrued other payables	(296)	(19,747)
Total additions per the Form 5500	$ 117,755,817	$ 76,684,692

11. Subsequent Events

Effective January 1, 2014, the Company will match 67% of the first 6% of contributions.

On March 14, 2014, the plan sponsor was purchased by Textron Inc. As a result, the Plan was frozen on April 6, 2014. No more contributions were allowed and participants became 100% vested in their RISP contributions. The Plan was merged into the Textron Savings Plan on August 21, 2014.

Beechcraft Savings and Investment Plan
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
December 31, 2013

EIN #48-0135770, Plan #004

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

Beechcraft Savings and Investment Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2013

(a)	(b) Identity of Issuer	(c) Description of investment	(d) Cost**	(e) Current value
	Cohen and Steers Realty	Cohen & Steers Realty Shares	$ -	$ 4,953,397
	T. Rowe Price	T. Rowe Price Small Cap Stock	-	10,729,153
	PIMCO	PIMCO Total Return Inst CL	-	12,409,882
	Lazard	Lazard Emerging Markets Equity Fund Inst	-	669,085
	Vanguard	Vanguard Small Cap Index Fund Signal	-	1,596,309
	JP Morgan	JP Morgan US Equity Inst CL	-	14,598,176
	Columbia Management	Columbia Value & Restrucuturing Z	-	31,202,500
	JP Morgan	JP Morgan Government Bond Select CL	-	1,344,857
	American Century	American Cent Small Cap Val Instl CL	-	4,537,761
	Vanguard	Vanguard Equity Income Admiral	-	1,305,765
	Vanguard	Vanguard PRIMECAP Fund Admiral Shares	-	38,224,355
	Neuberger Berman	Neuberger Berman Genesis Fund Inst CL	-	16,650,431
	Artisan Funds	Artisan Mid Cap Value Inv CL	-	6,632,168
	The Oakmark Funds	Oakmark Global CL I	-	7,007,265
	First Eagle Funds	First Eagle Overseas Inst CL	-	6,482,379
	Wells Fargo	Wells Fargo International Bond Fund IS	-	2,560,114
	Dodge & Cox Fund	Dodge & Cox Intl Stock	-	4,855,281
	Eagle Asset Management	Eagle Small Cap Growth Fund CL I	-	13,225,527
	Invesco	Invesco Endeavor Fund R5 CL	-	3,871,556
*	Fidelity	Fidelity High Income Fund	-	3,225,995
*	Fidelity	Managed Income Portfolio II Class 2	-	100,420,495
*	Fidelity	Spartan Extended Market Index Fund - Fidelity Advantage CL	-	1,781,229
*	Fidelity	Fidelity Freedom K Fund	-	429,830
*	Fidelity	Fidelity Freedom K 2000 Fund	-	151,355
*	Fidelity	Fidelity Freedom K 2005 Fund	-	310,454
*	Fidelity	Fidelity Freedom K 2010 Fund	-	3,309,914
*	Fidelity	Fidelity Freedom K 2015 Fund	-	16,093,768
*	Fidelity	Fidelity Freedom K 2020 Fund	-	33,078,809
*	Fidelity	Fidelity Freedom K 2025 Fund	-	30,402,412
*	Fidelity	Fidelity Freedom K 2030 Fund	-	20,831,456
*	Fidelity	Fidelity Freedom K 2035 Fund	-	14,446,566
*	Fidelity	Fidelity Freedom K 2040 Fund	-	10,475,148
*	Fidelity	Fidelity Freedom K 2045 Fund	-	6,754,936
*	Fidelity	Fidelity Freedom K 2050 Fund	-	4,935,623
*	Fidelity	Fidelity Freedom K 2055 Fund	-	339,047
*	Fidelity	Spartan 500 Index Inst CL	-	34,817,123
*	Fidelity	Spartan International Index Fund Inst CL	-	8,799,920
*	Fidelity	Participant Loans (interest rates from 3.25% - 9.5%)	-	18,779,780
		Total Investments	$ -	$ 492,239,821

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

** Cost not required for participant-directed investments.