

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
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>04/01/2013</u> and ending <u>03/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>MIDWEST EXPRESS INC. RETIREMENT PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/2000</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>04/01/2000</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>04/01/2000</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>MIDWEST EXPRESS INC.</u> <u>11590 TWP. RD. 298</u> <u>EAST LIBERTY, OH 43319</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>51-0298133</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>937-642-0335</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>493100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>51-0298133</u>	2c Sponsor's telephone number <u>937-642-0335</u>	2d Business code (see instructions) <u>493100</u>	
2b Employer Identification Number (EIN) <u>51-0298133</u>					
2c Sponsor's telephone number <u>937-642-0335</u>					
2d Business code (see instructions) <u>493100</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	01/14/2015	STEVE FUCHIK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	882
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	429
b Retired or separated participants receiving benefits		6b	112
c Other retired or separated participants entitled to future benefits		6c	324
d Subtotal. Add lines 6a , 6b , and 6c		6d	865
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	14
f Total. Add lines 6d and 6e		6f	879
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
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: 1A 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

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

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

A Name of plan <u>MIDWEST EXPRESS INC. RETIREMENT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>MIDWEST EXPRESS INC.</u>	D Employer Identification Number (EIN) <u>51-0298133</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>04</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>18192827</u>
b Actuarial value	2b <u>17800632</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>108</u> (1) Number of participants <u>3602105</u> (2) Funding Target
b For terminated vested participants.....	3b <u>328</u> <u>4121856</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>114059</u>
(2) Vested benefits	3c(2) <u>6497650</u>
(3) Total active.....	3c(3) <u>446</u> <u>6611709</u>
d Total.....	3d <u>882</u> <u>14335670</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.50 %</u>
6 Target normal cost	6 <u>655327</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>01/13/2015</u>
Signature of actuary		Date
<u>DAVID T. DAVENPORT, ASA, MAAA</u>		<u>14-07497</u>
Type or print name of actuary		Most recent enrollment number
<u>MERCER</u>		<u>614-227-5500</u>
Firm name		Telephone number (including area code)
<u>325 JOHN H. MCCONNELL BLVD., SUITE 350 COLUMBUS, OH 43215</u>		
Address of the firm		

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

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

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2158014
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	2158014
10 Interest on line 9 using prior year's actual return of <u>10.29</u> %	0	222060
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		2415278
b Interest on (a) using prior year's effective interest rate of <u>7.23</u> % except as otherwise provided (see instructions)		174625
c Total available at beginning of current plan year to add to prefunding balance		2589903
d Portion of (c) to be added to prefunding balance		865000
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	3245074

Part III Funding Percentages		
14 Funding target attainment percentage	14	101.53 %
15 Adjusted funding target attainment percentage	15	124.17 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	105.72 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/16/2013	208333	0	10/15/2013	208333	0
05/15/2013	208333	0	11/15/2013	208333	0
06/17/2013	208334	0	12/16/2013	208334	0
07/15/2013	208333	0	01/14/2014	208333	0
08/15/2013	208333	0	02/14/2014	208333	0
09/13/2013	208334	0	03/14/2014	208334	0
Totals ►			18(b)	2500000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2423253
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	655327	
b Excess assets, if applicable, but not greater than line 31a	31b	219888	
32 Amortization installments:			
a Net shortfall amortization installment.....	Outstanding Balance	Installment	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	435439	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	435439	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2423253	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	1987814	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

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

For calendar plan year 2013 or fiscal plan year beginning **04/01/2013** and ending **03/31/2014**

A Name of plan MIDWEST EXPRESS INC. RETIREMENT PENSION PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 MIDWEST EXPRESS INC.	D Employer Identification Number (EIN) 51-0298133

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

AON RISK SERVICES, INC. OF NEW YORK

16-1067929

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 38 15 17	NONE	45000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17	NONE	9396	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MOSS ADAMS

77-0106234

(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?
10	NONE	8925	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name: LORI A.DEVORE	b EIN: 16-1067929
c Position: ACTUARY	
d Address: 445 HUTCHINSON AVE SUITE 900 COLUMBUS, OH 43235-8619	e Telephone: 614-436-8100

Explanation: THERE WAS A CHANGE IN ACTUARIAL FIRMS.

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 04/01/2013 and ending 03/31/2014					
A Name of plan MIDWEST EXPRESS INC. RETIREMENT PENSION PLAN				B Three-digit plan number (PN) ▶ 002	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 MIDWEST EXPRESS INC.				D Employer Identification Number (EIN) 51-0298133	
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: AMERICAN HONDA MASTER TRUST					
b Name of sponsor of entity listed in (a): AMERICAN HONDA MOTOR COMPANY, INC.					
c EIN-PN 61-1439871-001		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22549205	
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)	

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

Schedule D (Form 5500) 2013 v. 130118

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

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

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

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

SCHEDULE H (Form 5500) 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
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For calendar plan year 2013 or fiscal plan year beginning <u>04/01/2013</u> and ending <u>03/31/2014</u>		
A Name of plan <u>MIDWEST EXPRESS INC. RETIREMENT PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MIDWEST EXPRESS INC.</u>	D Employer Identification Number (EIN) <u>51-0298133</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	18192828	22549205
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	18192828	22549205

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	18192828	22549205
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2500000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2500000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		2395783
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		4895783

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	406288	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		406288
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	133118	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		133118
j Total expenses. Add all expense amounts in column (b) and enter total	2j		539406

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4356377
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: MOSS ADAMS LLP

(2) EIN: 99-0189318

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	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		1000000
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			
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			

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.
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For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

A Name of plan <u>MIDWEST EXPRESS INC. RETIREMENT PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MIDWEST EXPRESS INC.</u>	D Employer Identification Number (EIN) <u>51-0298133</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>61-1439871</u> <u>36-1561860</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>5</u>

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☒ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

REPORT OF INDEPENDENT AUDITORS

To the Administrative Committee of the
Midwest Express Inc.
Retirement Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Midwest Express Inc. Retirement Pension Plan (the Plan), which comprise the statements of net assets available for benefits as of March 31, 2014 and 2013, 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 matters 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 (DOL'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 information summarized in Note 6, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of March 31, 2014 and 2013, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

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

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

A handwritten signature in black ink that reads "Moss Adams LLP". The signature is written in a cursive, flowing style.

Campbell, California
January 5, 2015

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25			5								5
25–29			33	2							35
30–34			22	18	7						47
35–39			12	20	47						79
40–44			15	18	42	14	2				91
45–49			10	10	19	10	3				52
50–54			17	8	28	13	7				73
55–59			11	6	12	5	1	1			36
60–64			6	2	9	5	2				24
65–69			2	2							4
70 & up											
Total			133	86	164	47	15	1			446

In each cell, the number is the count of active participants for each age/service combination. Average pay is not shown for plans with less than 1,000 active participants.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for April 1, 2013****Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	4		
•		<u>Stabilized rates</u>	<u>Nonstabilized rates</u>
• First 5 years	4.94%		1.66%
• Next 15 years	6.15%		4.47%
• Over 20 years	6.76%		5.52%

Mortality sponsor elections

• Healthy participants	RP-2000 generational with blue collar adjustment for males and females. See table of sample rates.
• Pre-1995 disabilities	None
• Post-1994 disabilities	None

Other economic assumptions

• Salary increases	3.00% per year
• Expected investment return	7.40% per year for plan year 2013 7.70% per year for plan year 2012 8.00% per year for plan year 2011
• Expenses	\$105,000 added to current year normal cost

Demographic assumptions

• Withdrawal	See table of sample rates ¹ .
• Disability incidence	None
• Retirement age	

<u>Attained age</u>	<u>Percentage¹</u>
Under 55	0%
55 - 61	5.00%
62	20.00%
63	15.00%
64	15.00%
65	40.00%
66	40.00%
67 and above	100.00%

• Benefit commencement age for		
— Future vested deferred	61 with 10 years of vesting service, else 65	
— Current vested deferred	65	
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>

¹ Retirement and withdrawal rates were developed by the prior actuary. While we have no reason to doubt their reasonability based on our experience and on discussions with Midwest Express Inc., we will continue to monitor their appropriateness.

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

— Percentage married	80.00%	80.00%
— Spouse age difference	3 years younger	3 years older

Form of payment	<u>Single life</u>	<u>50% J&S</u>
• Active retirements	100.00%	0.00%
• Future vested deferred	100.00%	0.00%
• Future disabilities	N/A	N/A
• Future deaths	0.00%	100.00%
• Current vested deferred	100.00%	0.00%
Unpredictable contingent event assumptions	Not applicable	

Table of Sample Mortality Rates

Attained age	Percentage			
	<u>Pre-Retirement</u>		<u>Post-Retirement</u>	
	Male	Female	Male	Female
20	0.05%	0.02%	0.05%	0.02%
25	0.05%	0.02%	0.05%	0.02%
30	0.07%	0.02%	0.07%	0.02%
35	0.10%	0.04%	0.10%	0.04%
40	0.11%	0.06%	0.11%	0.06%
45	0.11%	0.08%	0.11%	0.08%
50	0.12%	0.10%	0.28%	0.10%
55	0.15%	0.20%	0.31%	0.20%
60	0.24%	0.31%	0.48%	0.47%

Table of Sample Withdrawal Rates

Attained age	Percentage
20	10.00%
25	9.75%
30	9.40%
35	8.84%
40	7.95%
45	6.71%
50	4.87%
55	2.59%
60	1.70%
65	0.00%

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

The asset valuation method is an average of the adjusted market value for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

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

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

Minimum Funding Methods

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

A detailed description of the calculation follows:

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 04/01/2013 and ending 03/31/2014

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

A Name of plan Midwest Express Inc. Retirement Pension Plan	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Midwest Express Inc.	D Employer Identification Number (EIN) 51-0298133
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month 04 Day 01 Year 2013
2	Assets:
a	Market value 2a 18192827
b	Actuarial value 2b 17800632
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a 108 3602105
b	For terminated vested participants 3b 328 4121856
c	For active participants:
(1)	Non-vested benefits 3c(1) 114059
(2)	Vested benefits 3c(2) 6497650
(3)	Total active 3c(3) 446 6611709
d	Total 3d 882 14335670
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 6.50%
6	Target normal cost 6 655327

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

SIGN HERE DAVID T. DAVENPORT  Signature of actuary DAVID T. DAVENPORT, ASA, MAAA Type or print name of actuary MERCER Firm name 325 JOHN H. MCCONNELL BLVD., SUITE 350 COLUMBUS OH 43215 Address of the firm	1/13/2015 Date 1407497 Most recent enrollment number 614-227-5500 Telephone number (including area code)
--	---

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

Part II		Beginning of Year Carryover Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2158014
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	2158014
10	Interest on line 9 using prior year's actual return of <u>10.29%</u>	0	222060
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		2415278
	b Interest on (a) using prior year's effective interest rate of <u>7.23%</u> except as otherwise provided (see instructions)		174625
	c Total available at beginning of current plan year to add to prefunding balance		2589903
	d Portion of (c) to be added to prefunding balance		865000
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	3245074

Part III		Funding Percentages	
14	Funding target attainment percentage	14	101.53 %
15	Adjusted funding target attainment percentage	15	124.17 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	105.72 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/16/2013	208333	0			
05/15/2013	208333	0			
06/17/2013	208334	0			
07/15/2013	208333	0			
08/15/2013	208333	0			
09/13/2013	208334	0			
10/15/2013	208333	0			
11/15/2013	208333	0			
12/16/2013	208334	0			
01/14/2014	208333	0			
02/14/2014	208333	0			
03/14/2014	208334	0			
Totals ▶			18(b)	2500000	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:			
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b	Contributions made to avoid restrictions adjusted to valuation date	19b	0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	2423253
20 Quarterly contributions and liquidity shortfalls:			
a	Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No		
b	If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No		
c	If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76%	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	655327	
b Excess assets, if applicable, but not greater than line 31a	31b	219888	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	435439	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	435439	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	2423253	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	1987814	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

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

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

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

(A)	(B)	(C)	(D)	(E)
Retirement age	Retirement Percent	Lx	Number of employees expected to retire (B) x (C)	(A) x (D)
55	5.00%	10000.00	500.00	27500.00
56	5.00%	9500.00	475.00	26600.00
57	5.00%	9025.00	451.25	25721.25
58	5.00%	8573.75	428.69	24863.88
59	5.00%	8145.06	407.25	24027.93
60	5.00%	7737.81	386.89	23213.43
61	5.00%	7350.92	367.55	22420.30
62	20.00%	6983.37	1396.67	86593.82
63	15.00%	5586.70	838.00	52794.30
64	15.00%	4748.69	712.30	45587.46
65	40.00%	4036.39	1614.56	104946.13
66	40.00%	2421.83	968.73	63936.41
67	100.00%	1453.10	1453.10	97357.72
Total			10000.00	625562.63
Average				62.56

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**Actuarial Assumptions for April 1, 2013****Discount rate sponsor elections**

• Segment rates or full yield curve	Segment		
• Look-back months	4		
•		<u>Stabilized rates</u>	<u>Nonstabilized rates</u>
• First 5 years	4.94%		1.66%
• Next 15 years	6.15%		4.47%
• Over 20 years	6.76%		5.52%

Mortality sponsor elections

• Healthy participants	RP-2000 generational with blue collar adjustment for males and females. See table of sample rates.
• Pre-1995 disabilities	None
• Post-1994 disabilities	None

Other economic assumptions

• Salary increases	3.00% per year
• Expected investment return	7.40% per year for plan year 2013 7.70% per year for plan year 2012 8.00% per year for plan year 2011
• Expenses	\$105,000 added to current year normal cost

Demographic assumptions

• Withdrawal	See table of sample rates ¹ .
• Disability incidence	None
• Retirement age	

<u>Attained age</u>	<u>Percentage¹</u>
Under 55	0%
55 - 61	5.00%
62	20.00%
63	15.00%
64	15.00%
65	40.00%
66	40.00%
67 and above	100.00%

• Benefit commencement age for		
— Future vested deferred	61 with 10 years of vesting service, else 65	
— Current vested deferred	65	
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>

¹ Retirement and withdrawal rates were developed by the prior actuary. While we have no reason to doubt their reasonability based on our experience and on discussions with Midwest Express Inc., we will continue to monitor their appropriateness.

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

— Percentage married	80.00%	80.00%
— Spouse age difference	3 years younger	3 years older

Form of payment	<u>Single life</u>	<u>50% J&S</u>
• Active retirements	100.00%	0.00%
• Future vested deferred	100.00%	0.00%
• Future disabilities	N/A	N/A
• Future deaths	0.00%	100.00%
• Current vested deferred	100.00%	0.00%
Unpredictable contingent event assumptions	Not applicable	

Table of Sample Mortality Rates

Attained age	Percentage			
	<u>Pre-Retirement</u>		<u>Post-Retirement</u>	
	Male	Female	Male	Female
20	0.05%	0.02%	0.05%	0.02%
25	0.05%	0.02%	0.05%	0.02%
30	0.07%	0.02%	0.07%	0.02%
35	0.10%	0.04%	0.10%	0.04%
40	0.11%	0.06%	0.11%	0.06%
45	0.11%	0.08%	0.11%	0.08%
50	0.12%	0.10%	0.28%	0.10%
55	0.15%	0.20%	0.31%	0.20%
60	0.24%	0.31%	0.48%	0.47%

Table of Sample Withdrawal Rates

Attained age	Percentage
20	10.00%
25	9.75%
30	9.40%
35	8.84%
40	7.95%
45	6.71%
50	4.87%
55	2.59%
60	1.70%
65	0.00%

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

The asset valuation method is an average of the adjusted market value for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant Methods

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

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

Minimum Funding Methods

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

A detailed description of the calculation follows:

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

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: April 1, 2000 Restated plan: April 1, 2008 Plan year: April 1 through March 31
Status of the plan	The plan has ongoing benefit accruals. Employees hired or rehired after May 31, 2008 are not eligible to participate.
Significant events that occurred during the year	None
Definitions	
• Covered employees	18 years of age and completed one year of service
• Participation	18 years of age and completed one year of service
• Employee contributions	None required or permitted
• Years of service	Total years of service with the employer in which an employee works 1,000 hours
• Pensionable earnings	Calendar year base remuneration for services rendered to the employer as reported on Form W-2, and excluding compensation for non-cash items, overtime, shift differentials, bonuses, and disability pay. For calendar years before 1993, pensionable earnings shall be equal to the compensation earned in 1993.
Normal retirement	
• Eligibility	First day of the month coincident with or next following the later of age 65 or the first day of the plan year including fifth anniversary of date of participation
• Benefit	Monthly benefit: The sum of 1.0% of pensionable earnings received in each year during which a year of service is earned, but only 0.5% of pensionable earnings for service earned for the period from July 1, 2009 through March 31, 2010.
Early retirement	
• Eligibility	Age 55 and 10 years of service
• Benefit	Accrued benefit reduced 6.0% for each year which the participant's early retirement date precedes normal retirement
Late retirement	
• Eligibility	Past normal retirement age
• Benefit	The greater of the accrued benefit determined as of the participant's actual retirement date or the actuarial equivalent of the benefit payable at the participant's normal retirement date
Deferred vested	
• Eligibility	Fully vested with five or more years of service
• Benefit	See normal retirement benefit
Pre-retirement death	
• Eligibility	5 years of service

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	The surviving spouse is entitled to the survivor portion of a joint and 50% survivor annuity that would have been available if the participant had terminated on the day immediately preceding his death, payable upon the earliest date thereafter that the participant could have retired.
Form of benefits	
• Automatic form for unmarried participants	Life annuity
• Automatic form for married participants	Joint and 50% survivor annuity
• Optional forms	Life annuity 10 year certain and continuous annuity Joint and 50% survivor annuity Joint and 75% survivor annuity Joint and 100% survivor annuity Social Security Level Income Lump sum (if under \$5,000)
• Optional form conversion factors	Interest: 7.0% Mortality: 1983 GAM table for males for the participant group and the 1983 GAM table for females for the beneficiary group Lump sums are based on the required mortality for cash distributions during the plan year and the blended segment interest rates as of the two months preceding the plan year of distribution.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit is \$255,000
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #4, are included in this valuation.

- **Most recent plan amendments included:** There have been no amendments to the plan as of the April 1, 2008 restatement.
- **Plan amendments excluded:** none
- **Late retirement increases:**
 - *Active participants:* This plan includes increases for current participants over age 65 if greater than the accrued benefit.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.

Schedule SB, Part V — Summary of Plan Provisions

- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations. That being said, it is our understanding that the plan provides for no such benefits, as noted below.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date. There currently are no such limitations in effect.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2012 to 2013.

Schedule SB, line 24 — Change in Actuarial Assumptions

- Interest discounts were updated from 2012 to 2013 in accordance with PPA.
- Mortality rates changed from the RP-2000 male and female combined active and healthy annuitants mortality tables to the RP-2000 generational with blue collar adjustment for males and females mortality tables.
- Salary scale was updated from a graded scale to a flat assumption of 3.00% per year, to better align with expected future experience.
- The expense component of normal cost decreased from \$133,354 to \$105,000 to reflect our expectations for the current plan year.

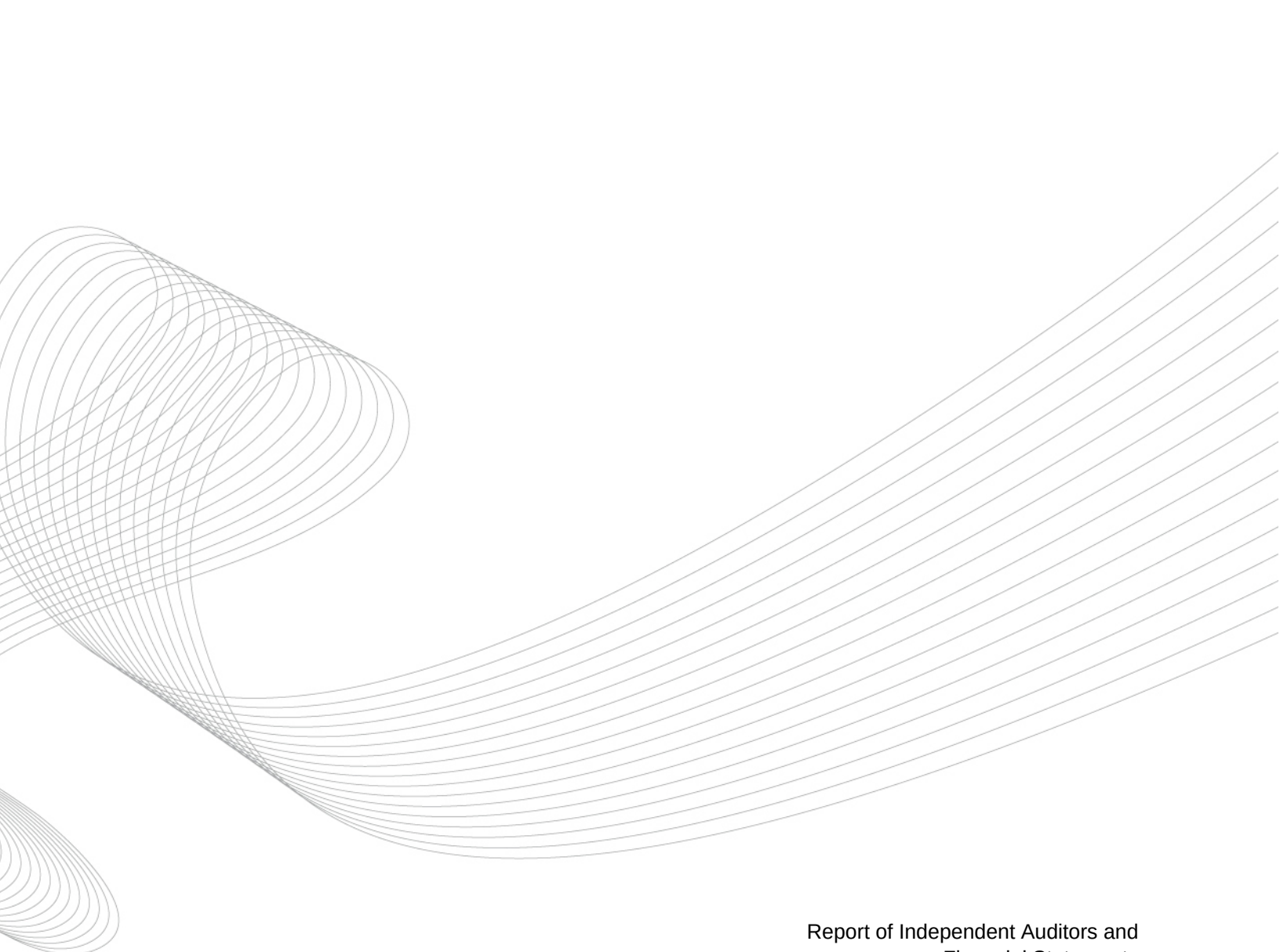
Schedule SB, line 25 — Change in Method

This is the first year that Mercer has performed the actuarial valuation for this plan. Last year's valuation was prepared by Aon Hewitt. This change qualifies for automatic IRS approval.

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25			5								5
25–29			33	2							35
30–34			22	18	7						47
35–39			12	20	47						79
40–44			15	18	42	14	2				91
45–49			10	10	19	10	3				52
50–54			17	8	28	13	7				73
55–59			11	6	12	5	1	1			36
60–64			6	2	9	5	2				24
65–69			2	2							4
70 & up											
Total			133	86	164	47	15	1			446

In each cell, the number is the count of active participants for each age/service combination. Average pay is not shown for plans with less than 1,000 active participants.



Report of Independent Auditors and
Financial Statements

**Midwest Express Inc.
Retirement Pension Plan**

March 31, 2014 and 2013

MOSS-ADAMS_{LLP}

Certified Public Accountants | Business Consultants

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REPORT OF INDEPENDENT AUDITORS

To the Administrative Committee of the
Midwest Express Inc.
Retirement Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Midwest Express Inc. Retirement Pension Plan (the Plan), which comprise the statements of net assets available for benefits as of March 31, 2014 and 2013, 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 matters 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 (DOL'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 information summarized in Note 6, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of March 31, 2014 and 2013, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

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

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

A handwritten signature in black ink that reads "Moss Adams LLP". The signature is written in a cursive, flowing style.

Campbell, California
January 5, 2015

FINANCIAL STATEMENTS

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
March 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Assets:		
Plan interest in the American Honda Motor Co.		
Master Trust, at fair value (Notes 1, 2, and 7)	<u>\$ 22,549,205</u>	<u>\$ 18,192,828</u>
Net assets available for benefits	<u>\$ 22,549,205</u>	<u>\$ 18,192,828</u>

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended March 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Additions to net assets attributed to:		
Net investment income from interest in the American Honda Motor Co. Master Trust (Notes 1, 2, and 7)	\$ 2,395,783	\$ 1,541,164
Employer contributions	<u>2,500,000</u>	<u>2,500,000</u>
Total additions	<u>4,895,783</u>	<u>4,041,164</u>
Deductions from net assets attributed to:		
Benefits paid directly to participants	406,288	414,134
Administrative expenses	<u>133,118</u>	<u>72,730</u>
Total deductions	<u>539,406</u>	<u>486,864</u>
Net increase in net assets available for benefits	4,356,377	3,554,300
Net assets available for benefits		
Beginning of year	<u>18,192,828</u>	<u>14,638,528</u>
End of year	<u><u>\$ 22,549,205</u></u>	<u><u>\$ 18,192,828</u></u>

See accompanying notes.

**MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 – THE PLAN AND ITS SIGNIFICANT ACCOUNTING POLICIES

General – The following description of the Midwest Express Inc. Retirement Pension Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a noncontributory defined benefit pension plan that was established effective August 1, 2000 by Midwest Express Inc. (the Company) to provide benefits to eligible employees, as noted in the Plan document. The Plan is currently designed to be qualified under the applicable requirements of the Internal Revenue Code (the Code) and the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Company is a subsidiary of Honda Logistics Inc. (Honda Logistics). Effective January 1, 2014, another subsidiary of Honda Logistics, Honda Logistics North America Inc., will be allowed to participate in the Plan.

Master Trust – Due to the Company being part of American Honda Motor Co., Inc.'s controlled group, during October 2010, Plan assets of approximately \$11,017,000, representing 100% of the Plan's assets at the time, merged into the American Honda Motor Co. Master Trust (the Master Trust). The investments included in the statements of net assets available for benefits represent the Plan's share of the investment in the Master Trust. Net investment income and administrative expenses relating to the Master Trust are allocated to individual plans based upon their interest in the commingled funds of the Master Trust or the plan-specific identified funds held in the Master Trust.

Administration – The Company has appointed the Administrative Committee (the Committee) to manage the operation and administration of the Plan. The Company processes and maintains the records of participant data and has contracted with The Northern Trust Company (Northern Trust) to act as the custodian and trustee. The Company has also contracted with Mercer (US) Inc. (Mercer) to act as the actuary of the Plan. For the years ended March 31, 2014 and 2013, substantially all expenses incurred for administering the Plan were paid by the Plan.

Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated Plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Basis of accounting – The financial statements of the Plan are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment valuation and income recognition – The Plan's investments are held in the Master Trust by Northern Trust (the Trustee) and Aetna Life Insurance Company (Aetna) (the Insurer) based solely on the instructions received from the Committee and 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. See Note 2 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought or sold as well as held during the year.

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

The Plan's investment contract with Aetna is held under a pension investment contract. The general account is reflected in the financial statements at its contract value, defined as contributions plus interest income, less benefits and expenses paid.

Eligibility and vesting – Generally, all employees are eligible after completion of one year of service, in which 1,000 hours were worked, other than those employees who are leased, covered by collective bargaining agreements, not located in the United States, or a Japanese national working in the United States on a temporary basis.

Participants are fully vested upon the completion of five years of service, attainment of normal retirement age, or eligibility to elect early retirement, whichever occurs first. Non-vested amounts are forfeited upon termination.

In 2008, an amendment was adopted to freeze the Plan. Employees hired after June 1, 2008 are not eligible to participate in the Plan. This "soft freeze" does not affect current participants.

Benefit payments – Annual benefits at normal retirement were 1% of the employee's eligible compensation received each calendar year in which a year of service is credited up to June 30, 2009. For the period July 1, 2009 through March 31, 2010, annual benefits at normal retirement age were 0.5% of the participant's eligible compensation in which a year of service is credited. Effective April 1, 2010, the rate reverted back to 1%.

Full benefits are provided at the normal retirement age of 65. Benefits are provided to employees electing early retirement or terminated employees at reduced amounts. Participants may elect to receive their vested benefit amount in one of several distribution forms including life annuity, ten years certain and life annuity, joint and full survivor annuity, joint and one-half survivor annuity, and payments level with Social Security. In addition, the Plan provides for death benefits to be paid in accordance with the Plan document. The Committee may elect to pay the vested retirement benefit in one lump sum if the total present value of the benefit is less than \$1,000.

Benefit payments to participants are recorded upon distribution.

Income taxes – The Plan has received a favorable determination letter dated June 26, 2014. The Company believes that the Plan is operated in accordance with, and qualifies under, the applicable requirements of the Code and related state statutes, and that the trust, which forms a part of the Plan, is exempt from federal income and state franchise taxes.

In accordance with guidance on accounting for uncertainty in income taxes (ASC 740-10), management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

Risks and uncertainties – The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market fluctuations, and credit risks. Due to the risk associated with certain investment securities, it is at least reasonably possible that changes in market values, interest rates, or other factors in the near term would materially affect the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

Additionally, the Master Trust has investments in foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than similar types of securities of comparable U.S. companies.

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

Subsequent events – The Plan has evaluated subsequent events through January 5, 2015, which is the date the financial statements were available to be issued.

NOTE 2 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The three levels of the fair value hierarchy are described as follows:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Percentages below represent assets of the Plan and a funded post retirement benefit plan that are held in a common trust fund. Plan assets are pooled for investment purposes only, and employer contributions and distributions are separately allocable and designated to a particular defined benefit plan. The post retirement benefit plans accounted for approximately 7% of the total assets in the Master Trust at March 31, 2014 and 2013.

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no significant changes in the methodologies used at March 31, 2014 and 2013.

- (a) Short-term investments – Level 2 assets are valued using observable bid evaluation prices using observable market-based inputs. Valuation techniques are provided by outside vendors such as Interactive Data or Standard & Poor's (S&P). Included in this amount is the cash collateral received as a result of securities lending activities detailed in Note 7.
- (b) Equity securities: U.S. companies – This category consists primarily of common stock. Level 1 assets represent unadjusted quoted prices in an active market or exchange.
- (c) Equity securities: Foreign – This category includes common stock and preferred stock. Level 1 assets are priced using the last trade, which are unadjusted and quoted in an active market or exchange. Level 2 assets are priced using binding or corroborated bid/ask quotes in an active over-the-counter (OTC) market or exchange. Level 3 assets are priced using uncorroborated indicative quotes provided by brokers, investment managers, or independent pricing providers.
- (d) Pooled funds equity – This category consists of commingled funds that are classified as Level 2, and has a daily net asset value (NAV) that is accessible to the Company and to all holders without limit. Assets are classified as Level 2 because the investment can be redeemed at NAV at the measurement date.
- (e) Government and agency bonds: U.S. – The Level 2 assets are government, agency and index linked bonds, and are valued using observable bid evaluation prices using observable market-based inputs.
- (f) Government and agency bonds: Foreign – This category includes bonds issued by foreign governments, agencies and municipalities. Their purpose is the same as their U.S. counterpart. Assets are classified as Level 2 because corroborated, indicative quotes and observable market data are available. There are no observable inputs for the Level 3 classification; instead, proprietary models and extrapolated data are used.
- (g) U.S. state and local bonds – U.S. state and local bonds are issued by state, city, and other local governments, or their agencies to finance their operating or capital expenditures. A bid evaluation is used for Level 2. The sources used are the same as those under U.S. government and agencies.
- (h) Corporate bonds – This category includes both U.S. and foreign corporate bonds with the U.S. portion accounting for approximately 83% and 86% of the holding total at March 31, 2014 and 2013, respectively. The Level 2 assets are various debt investments in U.S. funds and U.S. and foreign companies, and are valued using observable bid evaluation prices using observable market-based inputs. The Level 3 assets are composed of corporate bonds for which there are no observable inputs, and where extrapolated, proprietary models, and indicative quotes are used.
- (i) Pooled funds debt – This category consists of commingled funds that are classified as Level 2, and has a daily NAV that is accessible to the Company and to all holders without limit. Assets are classified as Level 2 because the investments can be redeemed at NAV at the measurement date.

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

- (j) Asset-backed securities – These are bonds or notes backed by financial assets. Approximately 99% and 44% of the Level 2 assets are U.S. notes and bonds issued by U.S. government agencies at March 31, 2014 and 2013, respectively. Institutional observable inputs are used with an income valuation technique provided by outside vendors.
- (k) Real estate – Real estate plan assets are invested in a U.S. commingled fund and are classified as Level 3 because proprietary models from the investment managers are used to arrive at estimated prices that are unobservable.
- (l) Private equity funds – Private equity assets consist of limited partnership interests with the U.S. holdings accounting for approximately 83% and 88% as of March 31, 2014 and 2013, respectively. Private equity funds are classified as Level 3 as unobservable inputs such as proprietary models and uncorroborated data from the limited partnerships are used for the fair value.
- (m) Hedge funds – Hedge funds generally hold liquid and readily priceable securities, such as public entities in long-short funds, exchange-traded derivatives in macro/commodity trading funds, and corporate bonds in credit-relative value funds. Investments in U.S. hedge funds account for approximately 49% and 51% of total holdings as of March 31, 2014 and 2013, respectively. Hedge funds do not have readily available market quotations and are therefore valued using NAV per share provided by the investment advisor or third-party administrator. Hedge funds' assets are categorized as Level 3 due to the inherent restrictions on redemption that may affect the ability to sell the investment at NAV in the near term.
- (n) Derivatives – This category includes equity contracts, interest rate forward and future contracts, interest rate option contracts, interest rate swap contracts, U.S. and foreign credit swap contracts, cash collateral, and other option contracts. Level 1 assets may be priced by the settlement price disseminated by future exchanges or the last trade price in an OTC market or exchange. Level 2 assets are priced using binding or corroborated, indicative quotes, or evaluated prices using observable, market-based data. Level 3 assets are priced using uncorroborated indicative quotes provided by brokers, investment managers, or independent pricing providers.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of March 31, 2014:

	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 55,923,819	\$ -	\$ -	\$ 55,923,819
Short-term investments (a)	-	577,286,902	-	577,286,902
Equity securities:				
U.S. companies (b)	1,232,289,573	-	-	1,232,289,573
Japan (c)	88,942,602	-	-	88,942,602
International other than Japan (c)	434,406,152	1,442,611	3,463,544	439,312,307
Total equity securities	1,755,638,327	1,442,611	3,463,544	1,760,544,482
Pooled funds equity (d)	-	485,070,587	-	485,070,587
Government and agency bonds:				
U.S. (e)	-	280,872,003	-	280,872,003
International other than Japan (f)	-	30,412,364	518,277	30,930,641
Total government and agency bonds	-	311,284,367	518,277	311,802,644
U.S. state and local bonds (g)	-	43,912,706	-	43,912,706
Corporate bonds:				
U.S. (h)	-	382,965,808	-	382,965,808
Japan (h)	-	1,605,399	-	1,605,399
International other than Japan (h)	-	74,937,914	2,796,555	77,734,469
Total corporate bonds	-	459,509,121	2,796,555	462,305,676
Pooled funds debt (i)	-	426,981,550	-	426,981,550
Asset-backed securities (j)	-	54,403,088	-	54,403,088
Real estate (k)	-	-	158,456,026	158,456,026
Private equity funds (l)	-	-	272,126,705	272,126,705
Hedge funds (m)	-	-	376,473,286	376,473,286
Derivatives (n)	(7,404,289)	13,892,412	(60,088)	6,428,035
Total assets at fair value	\$ 1,804,157,857	\$ 2,373,783,344	\$ 813,774,305	\$ 4,991,715,506

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

The table below sets forth a summary of approximate changes in the fair value of the Master Trust's Level 3 assets for the year ended March 31, 2014.

	<u>Equity international</u>	<u>Government and agency bonds</u>	<u>Corporate bonds</u>	<u>Real estate</u>	<u>Private equity funds</u>	<u>Hedge funds</u>	<u>Derivatives</u>
Balance, beginning of year	\$ -	\$ 4,273,199	\$ 3,231,648	\$ 139,687,869	\$ 174,630,499	\$ 329,055,406	\$ (830,218)
Realized gains (losses)	-	-	(36,250)	18,533	-	-	13,440
Unrealized gains (losses) relating to instruments still held at the reporting date	(468,182)	24,876	(132,156)	13,508,824	23,979,691	34,726,259	(33)
Purchases	-	493,401	488,500	5,240,800	80,853,744	154,822,588	756,723
Sales	-	-	(253,750)	-	(7,337,229)	(142,130,967)	-
Transfers (in) out	<u>3,931,727</u>	<u>(4,273,199)</u>	<u>(501,437)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance, end of year	<u>\$ 3,463,545</u>	<u>\$ 518,277</u>	<u>\$ 2,796,555</u>	<u>\$ 158,456,026</u>	<u>\$ 272,126,705</u>	<u>\$ 376,473,286</u>	<u>\$ (60,088)</u>

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of March 31, 2013:

	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 54,527,088	\$ -	\$ -	\$ 54,527,088
Short-term investments (a)	-	478,532,217	-	99,255,246
Equity securities:				
U.S. companies (b)	1,003,530,672	-	-	1,003,530,672
Japan (c)	85,597,933	-	-	85,597,933
International other than Japan (c)	372,363,836	-	-	372,363,836
Total equity securities	1,461,492,441	-	-	1,461,492,441
Pooled funds equity (d)	-	798,132,185	-	798,132,185
Government and agency bonds:				
U.S. (e)	-	254,397,542	-	254,397,542
International other than Japan (f)	-	23,899,112	4,273,199	28,172,311
Total government and agency bonds	-	278,296,654	4,273,199	282,569,853
U.S. state and local bonds (g)	-	44,742,201	-	44,742,201
Corporate bonds:				
U.S. (h)	-	363,442,177	1,626,634	365,068,811
Japan (h)	-	55,375	-	55,375
International other than Japan (h)	-	54,435,287	1,605,014	56,040,301
Total corporate bonds	-	417,932,839	3,231,648	421,164,487
Pooled funds debt (i)	-	362,736,041	-	362,736,041
Asset-backed securities (j)	-	43,914,017	-	43,914,017
Real estate (k)	-	-	139,687,869	139,687,869
Private equity funds (l)	-	-	174,630,499	174,630,499
Hedge funds (m)	-	-	329,055,406	329,055,406
Derivatives (n)	-	869,736	(830,218)	39,518
Total assets at fair value	<u>\$ 1,516,019,529</u>	<u>\$ 2,425,155,890</u>	<u>\$ 650,048,403</u>	<u>\$ 4,591,223,822</u>

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

The table below sets forth a summary of approximate changes in the fair value of the Master Trust's Level 3 assets for the year ended March 31, 2013.

	Government and agency bonds	Corporate bonds	Real estate	Private equity funds	Hedge funds	Derivatives
Balance, beginning of year	\$ -	\$ -	\$ 88,122,000	\$ 92,932,000	\$ 259,062,000	\$ (361,000)
Realized gains (losses)	93,000	149,000	(30,000)	3,778,000	42,000	95,000
Unrealized gains (losses) relating to instruments still held at the reporting date	96,000	(30,000)	6,609,000	5,754,000	19,951,000	29,000
Purchases	1,596,000	1,624,000	44,987,000	79,201,000	131,361,000	909,000
Sales	(353,000)	(711,000)	-	(7,035,000)	(81,361,000)	(1,502,000)
Transfers in	2,841,000	2,200,000	-	-	-	-
Balance, end of year	<u>\$ 4,273,000</u>	<u>\$ 3,232,000</u>	<u>\$ 139,688,000</u>	<u>\$ 174,630,000</u>	<u>\$ 329,055,000</u>	<u>\$ (830,000)</u>

NOTE 3 – RELATED PARTY TRANSACTIONS

Certain Master Trust investments are managed by the Trustee and Aetna (the Insurer). Any purchases and sales of these investments are open market transactions at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

In addition, the Trustee facilitates securities lending activities with the Master Trust, which qualify as party-in-interest transactions under ERISA.

NOTE 4 – ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated Plan benefits represent the estimated future periodic payments, including lump sum distributions, under the Plan's provisions that are attributable to services rendered by employees through the valuation date. Accumulated Plan benefits include benefits expected to be paid to: a) retired or terminated employees or their beneficiaries, b) beneficiaries of employees who have died, and c) present employees or their beneficiaries. Benefits under the Plan are based on employees' annual compensation. The accumulated Plan benefits for active employees are based on their Plan compensation for all years of Plan participation ending on the date at which the benefit information is presented (valuation date). The accumulated Plan benefits are calculated based on benefit information as of April 1, 2014 and 2013 (the end of the respective Plan year). Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included, to the extent they are deemed attributable, to employee service rendered to the valuation date.

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

The actuarial present value of accumulated Plan benefits is determined by the Plan's actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements, such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations are as follows as of April 1:

	<u>2014</u>	<u>2013</u>
Rate of return:	7.4%	7.7%
Retirement Protection Table for males and females:	RP - 2000 Combined Healthy Mortality Table for males and females	RP - 2000 Combined Healthy Mortality Table for males and females
Weighted average retirement age:	Age 62.6	Age 62.6

The following table reflects the actuarially determined present values of accumulated Plan benefits as of March 31:

	<u>2014</u>	<u>2013</u>
Actuarial present value of accumulated Plan benefits:		
Vested benefits:		
Participants currently receiving payments	\$ 3,583,304	\$ 3,276,674
Deferred vested terminations	4,224,119	3,538,243
Active participants	<u>6,151,717</u>	<u>5,528,767</u>
Total vested benefits	13,959,140	12,343,684
Nonvested benefits	<u>113,589</u>	<u>107,375</u>
Total actuarial present value of accumulated Plan benefits	<u><u>\$ 14,072,729</u></u>	<u><u>\$ 12,451,059</u></u>

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
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The changes in the actuarially determined present value of the accumulated Plan benefits are as follows for the year ended March 31:

	<u>2014</u>	<u>2013</u>
Actuarial present value of accumulated Plan benefits at beginning of year	\$ 12,451,059	\$ 10,707,048
Increase (decrease) during year:		
Benefits accumulated, net	518,213	837,847
Benefits paid	(406,288)	(414,134)
Change in actuarial assumptions	202,771	513,128
Change in Plan provisions	401,881	-
Interest accumulated	<u>905,093</u>	<u>807,170</u>
Actuarial present value of accumulated Plan benefits at end of year	<u>\$ 14,072,729</u>	<u>\$ 12,451,059</u>

The change in actuarial assumptions of \$202,771 for 2014 occurred as a result of the change in the following:

- The discount rate was updated from 7.4% to 7.3%.
- Interest discounts were updated from 2013 to 2014 in accordance with plan sponsor elections.
- The expense component of normal cost decreased from \$105,000 to \$85,000 to reflect our expectations for the current plan year.

The change in Plan provision of \$401,881 for 2014 occurred as a result of the change in the following:

- The Plan has been amended to offer a temporary cashout window for current vested terminated participants with benefits less than \$30,000 on a lump sum basis. The Company valued assuming a lump sum payment date of July 1, 2014. Based on information provided by the Company, the expected take-up rate of the lump sum option for eligible participants is 60%. As the Plan also calls for a \$1,700,000 cap on total lump sums paid during the window period, the Company estimated the resulting take-up rate to be 55% to keep assumed lump sum amounts within this threshold.

The change in actuarial assumptions of \$513,128 for 2013 occurred as a result of the change in the following:

- The discount rate decreased from 7.7% to 7.4% to align with the expected long-term return on assets used for other accounting purposes.
- The mortality assumption changed from the 2012 static mortality table for annuitants and non-annuitants to RP2000 Combined Healthy Mortality Table with blue collar adjustment for males and females.

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

**MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 5 – FUNDING POLICY

It is the policy of the Company to fund pension costs as accrued. Annual contributions are determined by the Plan's actuary to meet the requirements of the Funding Standard Account prescribed by ERISA and the Code. Company contributions of \$2,500,000 per year met the minimum amounts as well as the specified timing requirements for the years ended March 31, 2014 and 2013.

NOTE 6 – INFORMATION CERTIFIED BY THE TRUSTEE

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

- Plan interest in Master Trust, as reflected in the statements of net assets available for benefits as of March 31, 2014 and 2013.
- Net investment income from interest in the Master Trust, as reflected in the statements of changes in net assets available for benefits for the years ended March 31, 2014 and 2013.
- Investment information disclosed in Note 7 to the financial statements.

NOTE 7 – INTEREST IN THE MASTER TRUST

Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based upon average monthly balances invested by each plan. At March 31, 2014 and 2013, the Plan's interest in the net assets of the Master Trust was approximately 0.5% and 0.4%, respectively.

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

The following table presents net assets of the Master Trust as of March 31:

	<u>2014</u>	<u>2013</u>
Assets:		
Investments at fair value:		
Money market funds	\$ 180,938,980	\$ 153,782,334
Equity securities	1,760,544,482	1,461,492,441
Pooled funds equity	485,070,587	798,132,185
Government and agency bonds	311,802,644	282,569,853
U.S. state and local bonds	43,912,706	44,742,201
Corporate bonds	462,305,676	421,164,487
Pooled funds debt	426,981,550	362,736,041
Asset-backed securities	54,403,088	43,914,017
Real estate	158,456,026	139,687,869
Private equity funds	272,126,705	174,630,499
Hedge funds	376,473,286	329,055,406
Derivatives	6,428,035	39,518
Collateral received for securities loaned	<u>452,271,741</u>	<u>379,276,971</u>
Assets held for investment purposes	4,991,715,506	4,591,223,822
Liabilities:		
Payable under securities lending agreement	<u>452,271,741</u>	<u>379,276,971</u>
Net assets	<u>\$ 4,539,443,765</u>	<u>\$ 4,211,946,851</u>
Plan interest in net assets of the Master Trust	<u>\$ 22,549,205</u>	<u>\$ 18,192,828</u>

The following presents the fair values of investment funds that represent 5% or more of the Mater Trust's net assets at March 31:

	<u>2014</u>	<u>2013</u>
MFB Northern Trust Collective World Ex-Non Lending	*	\$ 241,387,844
MFB Northern Trust Collective U.S. Market Capital Equity Index Fund-Non Lending	*	391,963,628

* Less than 5% at year end

MIDWEST EXPRESS INC.
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The investment income of the Master Trust is as follows for the years ended March 31:

	<u>2014</u>	<u>2013</u>
Investment income:		
Net appreciation (depreciation) in fair value of investments:		
Common stock	\$ 378,120,442	\$ 237,472,238
Preferred stock	(485,149)	(1,367,609)
Equity exchange traded funds	230,536	94,612
Money market funds	3,388	10,447
Real estate	20,854,427	7,826,912
Venture capital and partnerships	20,985,131	8,283,849
Corporate bonds and notes	(7,607,315)	48,178,531
Government bonds	(21,090,740)	16,751,351
U.S. government agency obligations	(5,598,653)	6,030,666
Pooled mortgage obligations	(3,800,637)	2,988,015
Asset-backed securities	1,479	62,292
Rights and warrants	535,466	89,608
Commodities	-	(44,434)
Hedge funds	34,726,258	19,993,558
Other fixed income	(5,154,624)	7,454,977
	411,720,009	353,825,013
Interest	85,375,472	53,201,956
Dividends	31,508,992	28,445,889
Investment expense	(17,438,039)	(15,839,073)
	<u>\$ 511,166,434</u>	<u>\$ 419,633,785</u>
Plan interest in investment income of the Master Trust	<u>\$ 2,395,783</u>	<u>\$ 1,541,164</u>

The Master Trust participated in the Trustee's Securities Lending Program for its U.S. Securities held in custody at the Trustee to provide incremental income for the years ended March 31, 2014 and 2013. These securities are loaned by the Trustee to third-party broker-dealers in exchange for collateral (cash and noncash), in compliance with Department of Labor collateral requirements. For U.S. securities, the collateral is at least 102% of the fair value of the borrowed securities. The collateral received (both cash and noncash) is invested in the Trustee's Core U.S.A. Collateral Section Fund. The fair value of the securities loaned collateralized by cash was approximately \$443,737,000 and \$370,950,000 at March 31, 2014 and 2013, respectively. Cash collateral of approximately \$452,272,000 and \$379,277,000 was held at March 31, 2014 and 2013, respectively, with offsetting liabilities. The fair value of the securities loaned collateralized by noncash was approximately \$4,887,000 and \$9,322,000 at March 31, 2014 and 2013, respectively. Noncash collateral of approximately \$5,122,000 and \$9,623,000 was held at March 31, 2014 and 2013, respectively, with offsetting liabilities.

MIDWEST EXPRESS INC.
RETIREMENT PENSION PLAN
NOTES TO FINANCIAL STATEMENTS

The Master Trust and the Trustee each receive a percentage of net income derived from securities lending activities based on the types of securities. Income earned during the years ended March 31, 2014 and 2013 was approximately \$1,266,000 and \$1,185,000, respectively, which is included in interest and dividends, net of bank fees of approximately \$316,000 and \$296,000 for the years ended March 31, 2014 and 2013, respectively.

NOTE 8 – PLAN TERMINATION OR MODIFICATION

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

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

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of termination.

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

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

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

(A)	(B)	(C)	(D)	(E)
Retirement age	Retirement Percent	Lx	Number of employees expected to retire (B) x (C)	(A) x (D)
55	5.00%	10000.00	500.00	27500.00
56	5.00%	9500.00	475.00	26600.00
57	5.00%	9025.00	451.25	25721.25
58	5.00%	8573.75	428.69	24863.88
59	5.00%	8145.06	407.25	24027.93
60	5.00%	7737.81	386.89	23213.43
61	5.00%	7350.92	367.55	22420.30
62	20.00%	6983.37	1396.67	86593.82
63	15.00%	5586.70	838.00	52794.30
64	15.00%	4748.69	712.30	45587.46
65	40.00%	4036.39	1614.56	104946.13
66	40.00%	2421.83	968.73	63936.41
67	100.00%	1453.10	1453.10	97357.72
Total			10000.00	625562.63
Average				62.56

Notice To Terminated Enrolled Actuary

I, as plan administrator, verify that the explanation that is reproduced below or attached to this notice is the explanation concerning your termination reported on this Schedule C (Form 5500) attached to the 2013 Annual Return/Report of Employee Benefit Plan, for the Midwest Express Inc. Retirement Pension Plan. This Form 5500 is identified in Line 2b by the nine-digit EIN 51-0298133 and in line 1b by the three-digit PN 002.

You have the opportunity to comment to the Department of Labor concerning any aspect of this explanation. Comments should include the name, EIN and PN of the plan and be submitted to:

Office of Enforcement
Employee Benefits Security Administration
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210.

Signature of Plan Administrator

Date

Explanation of termination of enrolled actuary:

There was a change in actuarial firms.

Schedule SB, Part V — Summary of Plan Provisions**Summary of Major Plan Provisions**

Effective date and plan year	Original plan: April 1, 2000 Restated plan: April 1, 2008 Plan year: April 1 through March 31
Status of the plan	The plan has ongoing benefit accruals. Employees hired or rehired after May 31, 2008 are not eligible to participate.
Significant events that occurred during the year	None
Definitions	
• Covered employees	18 years of age and completed one year of service
• Participation	18 years of age and completed one year of service
• Employee contributions	None required or permitted
• Years of service	Total years of service with the employer in which an employee works 1,000 hours
• Pensionable earnings	Calendar year base remuneration for services rendered to the employer as reported on Form W-2, and excluding compensation for non-cash items, overtime, shift differentials, bonuses, and disability pay. For calendar years before 1993, pensionable earnings shall be equal to the compensation earned in 1993.
Normal retirement	
• Eligibility	First day of the month coincident with or next following the later of age 65 or the first day of the plan year including fifth anniversary of date of participation
• Benefit	Monthly benefit: The sum of 1.0% of pensionable earnings received in each year during which a year of service is earned, but only 0.5% of pensionable earnings for service earned for the period from July 1, 2009 through March 31, 2010.
Early retirement	
• Eligibility	Age 55 and 10 years of service
• Benefit	Accrued benefit reduced 6.0% for each year which the participant's early retirement date precedes normal retirement
Late retirement	
• Eligibility	Past normal retirement age
• Benefit	The greater of the accrued benefit determined as of the participant's actual retirement date or the actuarial equivalent of the benefit payable at the participant's normal retirement date
Deferred vested	
• Eligibility	Fully vested with five or more years of service
• Benefit	See normal retirement benefit
Pre-retirement death	
• Eligibility	5 years of service

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	The surviving spouse is entitled to the survivor portion of a joint and 50% survivor annuity that would have been available if the participant had terminated on the day immediately preceding his death, payable upon the earliest date thereafter that the participant could have retired.
Form of benefits	
• Automatic form for unmarried participants	Life annuity
• Automatic form for married participants	Joint and 50% survivor annuity
• Optional forms	Life annuity 10 year certain and continuous annuity Joint and 50% survivor annuity Joint and 75% survivor annuity Joint and 100% survivor annuity Social Security Level Income Lump sum (if under \$5,000)
• Optional form conversion factors	Interest: 7.0% Mortality: 1983 GAM table for males for the participant group and the 1983 GAM table for females for the beneficiary group Lump sums are based on the required mortality for cash distributions during the plan year and the blended segment interest rates as of the two months preceding the plan year of distribution.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit is \$255,000
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013, the limit is \$205,000

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #4, are included in this valuation.

- **Most recent plan amendments included:** There have been no amendments to the plan as of the April 1, 2008 restatement.
- **Plan amendments excluded:** none
- **Late retirement increases:**
 - *Active participants:* This plan includes increases for current participants over age 65 if greater than the accrued benefit.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.

Schedule SB, Part V — Summary of Plan Provisions

- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations. That being said, it is our understanding that the plan provides for no such benefits, as noted below.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date. There currently are no such limitations in effect.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2012 to 2013.

Schedule SB, line 25 — Change in Method

This is the first year that Mercer has performed the actuarial valuation for this plan. Last year's valuation was prepared by Aon Hewitt. This change qualifies for automatic IRS approval.

Schedule SB, line 24 — Change in Actuarial Assumptions

- Interest discounts were updated from 2012 to 2013 in accordance with PPA.
- Mortality rates changed from the RP-2000 male and female combined active and healthy annuitants mortality tables to the RP-2000 generational with blue collar adjustment for males and females mortality tables.
- Salary scale was updated from a graded scale to a flat assumption of 3.00% per year, to better align with expected future experience.
- The expense component of normal cost decreased from \$133,354 to \$105,000 to reflect our expectations for the current plan year.