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Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning 10-01-2008 and ending 09-30-2009

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Termination
- ☐ Amended return
- ☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization
The Aerospace Corporation

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
PO Box 92957

City or town, state or country, and ZIP + 4
Los Angeles, CA 90009

D Employer identification number
95-2102389

E Telephone number
(310) 336-5000

G Gross receipts $ 870,434,758

F Name and address of Principal Officer
D E Wallis
2310 E El Segundo Blvd
El Segundo, CA 90245

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☑ No
(If "No," attach a list See instructions)

H(c) Group Exemption Number ▶

I Tax-exempt status ☑ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Web site: ▶ www aero org

K Type of organization ☑ Corporation ☐ trust ☐ association ☐ other ▶

L Year of Formation 1960 | **M** State of legal domicile CA

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities

The purposes of the corporation are exclusively scientific to provide research, development and advisory services for the U S Government

2	Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its assets		
3	Number of voting members of the governing body (Part VI, line 1a)	3	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	14
5	Total number of employees (Part V, line 2a)	5	4,769
6	Total number of volunteers (estimate if necessary)	6	
7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	14,333
b	Net unrelated business taxable income from Form 990-T, line 34	7b	13,333

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)		0
	9	Program service revenue (Part VIII, line 2g)	838,601,042	867,877,745
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,842,706	1,471,990
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,109,600	1,085,023
	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	843,553,348	870,434,758
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	250,715	331,978
	14	Benefits paid to or for members (Part IX, column (A), line 4)		0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	615,237,179	655,989,119
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
	b	(Total fundraising expenses, Part IX, column (D), line 25 0)		
	17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	206,886,130	188,250,072
	18	Total expenses—add lines 13–17 (must equal Part IX, line 25, column (A))	822,374,024	844,571,169
	19	Revenue less expenses Subtract line 18 from line 12	21,179,324	25,863,589
			Beginning of Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	467,046,976	461,208,345
	21	Total liabilities (Part X, line 26)	390,868,212	580,257,992
	22	Net assets or fund balances Subtract line 21 from line 20	76,178,764	-119,049,647

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Please Sign Here

****** | 2010-08-16
Signature of officer | Date

Dale E Wallis VP, CFO & Treasurer
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-empolyed ▶ ☐	Preparer's PTIN (See Gen Inst)
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶			EIN ▶
			Phone no ▶

May the IRS discuss this return with the preparer shown above? (See instructions) ☐ Yes ☐ No

Part III **Statement of Program Service Accomplishments** (See the instructions.)

1 Briefly describe the organization's mission

Our purpose is to assist the government and other customers in conception, design, acquisition and operations of space systems Mission Working to improve effectiveness for space operations and end-user communities, contributing to acquisition success and to 100% space mission success

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? . . . . ☐ Yes ☑ No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting or make significant changes in how it conducts any program services? . . . . ☐ Yes ☑ No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and (4) organizations and 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses $ 798,276,351 including grants of $ 331,978) (Revenue $ 867,877,745)

The corporation's primary customer is the Space and Missile Systems Center (SMC) of the Air Force Space Command The corporation fulfills the functions of an architect-engineer for space systems It assists with engineering tasks required to develop space systems, from initial concept and design to deployment and operation Progress is monitored, alternatives and tests are analyzed, and problems are resolved in cooperation with industrial contractors and government laboratories

4b (Code) (Expenses $ including grants of $) (Revenue $)

Aerospace laboratory research is directed toward advancements in military space systems, engineering feasibility studies of new system concepts, anomaly resolution, and analyses and forecast of domestic and foreign technologies In fulfilling this architect-engineer role, Aerospace strives to minimize system development and operational risks, which in turn protects acquisition schedules and aids in cost containment

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses $ 798,276,351 *Must equal Part IX, Line 25, column (B).*

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	Section 501(c)(3) organizations Did the organization engage in lobbying activities? *If "Yes," complete Schedule C, Part II*	4		No
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If "Yes," complete Schedule D, Part II*	7	Yes	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization hold assets in term, permanent,or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable*	11	Yes	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12	Yes	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the U S ?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? *If "Yes," complete Schedule F, Part I*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Part II*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Part III*	16		No
17	Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20		No
21	Did the organization report more than $5,000 on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21		No
22	Did the organization report more than $5,000 on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? *If "Yes," complete Schedule J*	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, that was issued after December 31, 2002? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to question 25*	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		No
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If "Yes," complete Schedule L, Part I*	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26	Yes	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	27		No

Part IV Checklist of Required Schedules *(Continued)*

			Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee			
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	Have a family member who had a direct or indirect business relationship with the organization? *If "Yes," complete Schedule L, Part IV*	**28b**	Yes	
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	**34**		No
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35**		No
36	501(c)(3) organizations Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	Did the organization conduct more than 5 percent of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? *If "Yes," complete Schedule R, Part VI*	**37**		No

Part V Statements Regarding Other IRS Filings and Tax Compliance

					Yes	No
1a	Enter the number reported in Box 3 of Form 1096, *Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable*	1a	285			
b	Enter the number of Forms W-2G included in line 1a *Enter -0-* if not applicable	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c	Yes	
2a	Enter the number of employees reported on Form W-3, *Transmittal of Wage and Tax Statements* filed for the calendar year ending with or within the year covered by this return	2a	4,769			
b	If at least one is reported in 2a, did the organization file all required federal employment tax returns? **Note:** *If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return.*			2b	Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?			3a	Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No," provide an explanation in Schedule O*			3b	Yes	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			4a		No
b	If "Yes," enter the name of the foreign country ____________ See the instructions for exceptions and filing requirements for **Form TD F 90-22.1,** *Report of Foreign Bank and Financial Accounts.*					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			5a		No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		No
c	If "Yes," to 5a or 5b, did the organization file Form 8886-T, *Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?*			5c		No
6a	Did the organization solicit any contributions that were not tax deductible?			6a		No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		No
7	*Organizations that may receive deductible contributions under section 170(c).*					
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of $75 or more?			7a		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d				
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?			7g		
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?			7h		
8	*Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.* Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		No
9	*Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.*					
a	Did the organization make any taxable distributions under section 4966?			9a		No
b	Did the organization make a distribution to a donor, donor advisor, or related person?			9b		No
10	*Section 501(c)(7) organizations.* Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b				
11	Section 501(c)(12) organizations Enter					
a	Gross income from members or shareholders	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b				
12a	*Section 4947(a)(1) non-exempt charitable trusts.* Is the organization filing Form 990 in lieu of Form 1041?			12a		No
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b				

Part VI **Governance, Management, and Disclosure** *(Sections A, B, and C request information about policies not required by the Internal Revenue Code.)*

Section A. Governing Body and Management

For each "Yes" response to lines 2-7 below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

			Yes	No
1a	Enter the number of voting members of the governing body . . 1a 15			
b	Enter the number of voting members that are independent . . 1b 14			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	the governing body?	8a	Yes	
b	each committee with authority to act on behalf of the governing body?	8b	Yes	
9a	Does the organization have local chapters, branches, or affiliates?	9a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b		No
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	Yes	
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	11		No

Section B. Policies

			Yes	No
12a	Does the organization have a written conflict of interest policy? *If "No", go to line 13*	12a	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	Yes	
13	Does the organization have a written whistleblower policy?	13	Yes	
14	Does the organization have a written document retention and destruction policy?	14	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision			
a	The organization's CEO, Executive Director, or top management official?	15a	Yes	
b	Other officers or key employees of the organization?	15b	Yes	
	Describe the process in Schedule O			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable Federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		No

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed CA

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection Indicate how you make these available Check all that apply

☐ own website ☐ another's website ☑ upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

D E Wallis
2310 E El Segundo Blvd
El Segundo, CA 90245
(310) 336-1107

Part VII **Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Section A Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Use Schedule J-2 if additional space is needed

* List all of the organization's **current** officers, directors, trustees (whether individuals or organizations) and key employees regardless of amount of compensation, and current key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid

* List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations

* List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations

* List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if the organization did not compensate any officer, director, trustee or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			

Part VII Continued

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply) Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former	(D) Reportable compensation from the organization (W-2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
1b Total . . . . ▶								10,618,876		9,188,324

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ▶ 2,496

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**	Yes	
4	For any individual listed online 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
Vance Security USA 3644 Solutions Center Chicago, IL 60677	Security services	3,707,158
Servicon Systems Inc 3965 Landmark Street Culver City, CA 90232	Cleaning services	1,319,847
Johns Hopkins University 11100 Johns Hopkins Rd Laurel, MD 20723	Professional & tech	1,512,021
Duke Realty Services LLC 75 Remittance Drive suite 3194 Chicago, IL 60675	Property development	2,106,095
Corpinfo Services 2050 S Westgate Ave Los Angeles, CA 90025	Desktop computer ser	2,504,139

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization . . . . ▶ 91

Part VIII **Statement of Revenue**

			(A) Total Revenue	(B) Related or Exempt Function Revenue	(C) Unrelated Business Revenue	(D) Revenue Excluded from Tax under IRC 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns . . . 1a					
	b Membership dues 1b					
	c Fundraising events 1c					
	d Related organizations . . . 1d					
	e Government grants (contributions) 1e					
	f All other contributions, gifts, grants, and similar amounts not included above 1f					
	g Noncash contributions included in lines 1a-1f $					
	h **Total (Add lines 1a-1f)** . . . . ▶		0			
Program Service Revenue		Business Code				
	2a Contract income	541,700	867,877,745	867,877,745		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total. Add lines 2a-2f** . . . . ▶ $ 867,877,745					
	3 Investment income (including dividends, interest other similar amounts) . . . . ▶		1,471,990	1,471,990		
	4 Income from investment of tax-exempt bond proceeds . . ▶		0			
	5 Royalties		52,000	52,000		

	(i) Real	(ii) Personal	(A)	(B)	(C)	(D)
6a Gross Rents						
b Less rental expenses						
c Rental income or (loss)						
d Net rental income or (loss) . . . . ▶			0			

	(i) Securities	(ii) Other	(A)	(B)	(C)	(D)
7a Gross amount from sales of assets other than inventory						
b Less cost or other basis and sales expenses						
c Gain or (loss)						
d Net gain or (loss) . . . . ▶			0			

Other Revenue

			(A)	(B)	(C)	(D)
8a Gross income from fundraising events (not including $ of contributions reported on line 1c) See Part IV, line 18 *Attach Schedule G if total exceeds $15,000* . . . . a						
b Less direct expenses . . . b						
c Net income or (loss) from fundraising events . . ▶			0			
9a Gross income from gaming activities See part IV, line 19 *Complete Schedule G if total exceeds $15,000* a						
b Less direct expenses . . . b						
c Net income or (loss) from gaming activities . . . ▶			0			
10a Gross sales of inventory, less returns and allowances . a						
b Less cost of goods sold . . b						
c Net income or (loss) from sales of inventory . . ▶			0			
Miscellaneous Revenue		Business Code				
11a Vending sales commissions			14,333		14,333	
b Other income			1,018,690	1,018,690		
c						
d All other revenue						
e **Total. Add lines 11a-11d** . . . . $ 1,033,023						
12 **Total Revenue.** Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e . . . . . . ▶			870,434,758	870,420,425	14,333	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21	0			
2 Grants and other assistance to individuals in the U S See Part IV, line 22	331,978	331,978		
3 Grants and other assistance to governments, organizations and individuals outside the U S See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	19,040,710	12,753,599	6,287,111	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	496,963,423	482,229,579		
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	70,135,215	63,286,951	6,848,264	
9 Other employee benefits	38,669,976	36,847,090	1,822,886	
10 Payroll taxes	31,179,795	29,932,481	1,247,314	
11 Fees for services (non-employees)				
a Management	0			
b Legal	1,574,115	271,462	1,302,653	
c Accounting	767,345	132,331	635,014	
d Lobbying	0			
e Professional fundraising *See Part IV, line 17* . .	0			
f Investment management fees	66,000	11,382	54,618	
g Other	1,678,356	289,439	1,388,917	
12 Advertising and promotion	571,903	526,312	45,591	
13 Office expenses	13,618,013	12,508,410	1,109,603	
14 Information technology	21,698,387	20,524,279	1,174,108	
15 Royalties . .	0			
16 Occupancy	30,994,402	29,916,789	1,077,613	
17 Travel	29,017,115	28,560,119	456,996	
18 Payments of travel or entertainment expenses for any Federal, state or local public officials	0			
19 Conferences, conventions and meetings	2,401,160	2,100,373	300,787	
20 Interest	7,317,811	7,317,811		
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	39,070,503	36,510,527	2,559,976	
23 Insurance	874,106	48,796	825,310	
24 Other expenses—Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a Unrealized loss on investments	2,012,883	2,012,883		
b Subscriptions/books	1,631,175	1,345,139	286,036	
c Guard service	4,125,610	3,927,970	197,640	
d Consultant fees	4,412,617	3,913,153	499,464	
e All other expenses	26,418,571	22,977,498	3,441,073	
f All other expenses	0			
25 **Total functional expenses.** Add lines 1 through 24f	844,571,169	798,276,351	46,294,818	0
26 **Joint Costs.** Check ☐ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing	3,500	1	3,000
	2	Savings and temporary cash investments	36,071,676	2	29,405,518
	3	Pledges and grants receivable, net		3	0
	4	Accounts receivable, net	56,389,188	4	55,363,648
	5	Receivables from current and former officers, directors, trustees, key employees or other related parties *Complete Part II of Schedule L*	300,000	5	240,000
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) *Complete Part II of Schedule L*		6	0
	7	Notes and loans receivable, net		7	0
	8	Inventories for sale or use		8	0
	9	Prepaid expenses and deferred charges	11,634,157	9	13,543,747
	10a	Land, buildings, and equipment cost basis — 10a 677,140,713			
	b	Less accumulated depreciation *Complete Part VI of Schedule D* — 10b 346,714,015	299,295,080	10c	330,426,698
	11	Investments—publicly traded securities		11	0
	12	Investments—other securities See Part IV, line 11 *Complete Part VII of Schedule D*		12	0
	13	Investments—program-related See Part IV, line 11 *Complete Part VIII of Schedule D*		13	0
	14	Intangible assets		14	0
	15	Other assets See Part IV, line 11 *Complete Part IX of Schedule D*	63,353,375	15	32,225,734
	16	**Total assets.** *Add lines 1 through 15 (must equal line 34)*	467,046,976	16	461,208,345
Liabilities	17	Accounts payable and accrued expenses	91,302,143	17	91,477,055
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability *Complete Part IV of Schedule D*		21	
	22	Payable to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*		22	
	23	Secured mortgages and notes payable to unrelated third parties	129,883,333	23	118,783,333
	24	Unsecured notes and loans payable		24	
	25	Other liabilities *Complete Part X of Schedule D*	169,682,736	25	369,997,604
	26	**Total liabilities.** *Add lines 17 through 25*	390,868,212	26	580,257,992
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	76,178,764	27	-119,049,647
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 30 through 34.			
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	76,178,764	33	-119,049,647
	34	Total liabilities and net assets/fund balances	467,046,976	34	461,208,345

Part XI Financial Statements and Reporting

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ cash ☑ accrual ☐ other			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	Yes	
b	If "Yes," did the organization undergo the required audit or audits?	3b	Yes	

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SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.
Attach to Form 990 or Form 990-EZ. See separate instructions.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
The Aerospace Corporation

Employer identification number
95-2102389

Part I Reason for Public Charity Status (to be completed by all organizations) (See Instructions)

The organization is not a private foundation because it is (Please check only **one** organization)

1 ☐ A church, convention of churches, or association of churches described in **Section 170(b)(1)(A)(i).**

2 ☐ A school described in **Section 170(b)(1)(A)(ii).** (Attach Schedule E)

3 ☐ A hospital or a cooperative hospital service organization described in **Section 170(b)(1)(A)(iii).** (Attach Schedule H)

4 ☐ A medical research organization operated in conjunction with a hospital described in **Section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **Section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **Section 170(b)(1)(A)(v).**

7 ☑ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **Section 170(b)(1)(A)(vi)** (Complete Part II)

8 ☐ A community trust described in **Section 170(b)(1)(A)(vi)** (Complete Part II)

9 ☐ An organization that normally receives (1) more than 331/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 331/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **Section 509(a)(2).** (Complete Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **Section 509(a)(4).** (See instructions)

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **Section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally Integrated **d** ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

		Yes	No
(i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?	**11g(i)**		
(ii) a family member of a person described in (i) above?	**11g(ii)**		
(iii) a 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		

h Provide the following information about the organizations the organization supports

(i) Name of Supported Organization	**(ii)** EIN	**(iii)** Type of organization (described on lines 1- 9 above or IRC section **(See Instructions)**)	**(iv)** Is the organization in col **(i)** listed in your governing document?		**(v)** Did you notify the organization in col **(i)** of your support?		**(vi)** Is the organization in col **(i)** organized in the U S ?		**(vii)** Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II **Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Public Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")	663,451	719,666	789,606	838,601	867,888	3,879,212
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 **Total.** Add line 1-3	663,451	719,666	789,606	838,601	867,888	3,879,212
5 The portion of total contribution by each person (other than a government unit or publicly supported organization) included on line 1 that exceed 2% of the amount shown on line 11, column (f)						0
6 **Public Support** subtract line 5 from line 4						3,879,212

Total Support

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	663,451	2,638	789,606	838,601	867,888	3,879,212
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	444	2,638	5,403	4,952	2,543	15,980
9 Net income from unrelated business activities, whether or not the business is regularly carried on					14	14
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	2,464	2,119	4,231			8,814
11 **Total Support** (Add lines 7 through 10)						3,904,020

12 Gross receipts from related activities, etc (See instructions) | 12 |

13 **First Five Years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Computation of Public Support Percentage

14 Public Support Percentage for 2008 (line 6 column (f) divided by line 11 column (f)) | 14 | **99.360 %**

15 Public Support Percentage for 2007 Schedule A, Part IV-A, line 26f | 15 |

16a **33 1/3% Test - 2008.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☑

b **33 1/3% Test - 2007.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

17a **10% Facts and Circumstances Test - 2008.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

b **10% Facts and Circumstances Test - 2007.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization ▶☐

18 **Private Foundation.** If the organization did not check the box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions ▶☐

Part III **Support Schedule for Organizations Described in IRC 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	**(a)** 2004	**(b)** 2005	**(c)** 2006	**(d)** 2007	**(e)** 2008	**(f)** Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total** Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or $5,000						
c Total of lines 7a and 7b						
8 **Public Support** (Substract line 7c from line 6)						

Total Support

Calendar year (or fiscal year beginning in)	**(a)** 2004	**(b)** 2005	**(c)** 2006	**(d)** 2007	**(e)** 2008	**(f)** Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after 30 June, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total Support** (Add lines 9, 10c, 11 and 12)						

14 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ▶☐

Computation of Public Support Percentage

15 Public Support Percentage for 2008 (line 8 column (f) divided by line 13 column (f))	**15**	
16 Public Support Percentage for 2007 Schedule A, Part IV-A, line 27g	**16**	

Computation of Investment Income Percentage

17 Investment Income Percentage for **2008** (line 10c column (f) divided by line 13 column (f))	**17**	
18 Investment Income Percentage from **2007** Schedule A, Part IV-A, line 27h	**18**	

19a **33 1/3% Tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

b **33 1/3% Tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

20 **Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions ▶☐

Part IV **Supplemental Information.** Complete this part to provide the information required by Part II, line 10; Part II, line 17a or 17b, or Part III, line 12. Provide and any other additional information. (see instructions)

Facts and Circumstances Test

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
The Aerospace Corporation

Employer identification number
95-2102389

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate Contributions to (during year)		
3	Aggregate Grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? ☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
- ☐ Preservation of land for public use (e g , recreation or pleasure)
- ☐ Preservation of an historically importantly land area
- ☑ Protection of natural habitat
- ☐ Preservation of certified historic structure
- ☑ Preservation of open space

2 Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

			Held at the End of the Year
a	Total number of conservation easements	2a	1
b	Total acreage restricted by conservation easements	2b	22
c	Number of conservation easements on a certified historic structure included in (a)	2c	
d	Number of conservation easements included in (c) acquired after 8/17/06	2d	1

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶

4 Number of states where property subject to conservation easement is located ▶ 1

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☑ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting and enforcing easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ $

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? ☐ Yes ☑ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $

(ii) Assets included in Form 990, Part X ▶ $

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ $

b Assets included in Form 990, Part X ▶ $

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Trust, Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain why in Part XIV and complete the following table

			Amount
c	Beginning balance	1c	
d	Additions during the year	1d	
e	Distributions during the year	1e	
f	Ending balance	1f	

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

		(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
1a	Beginning of year balance					
b	Contributions					
c	Investment earnings or losses					
d	Grants or scholarships					
e	Other expenditures for facilities and programs					
f	Administrative expenses					
g	End of year balance					

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ▶

b Permanent endowment ▶

c Term endowment ▶

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

			Yes	No
	(i) unrelated organizations	3a(i)		
	(ii) related organizations	3a(ii)		
b	If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		55,343,024		55,343,024
b Buildings		186,411,584	63,984,679	122,426,905
c Leasehold improvements		58,107,275	33,466,305	24,640,970
d Equipment		287,695,651	194,414,555	93,281,096
e Other		89,583,179	54,848,476	34,734,703
Total. Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ▶				330,426,698

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or cateory (including name of security)	(b)Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		
Total. *(Column (b) should equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) should equal Form 990, Part X, col (B) line 13)* ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Restricted Cash - Loan Sinking Fund	1,000
Restricted Cash - Loan Proceeds	20,673,148
Prepaid Loan Issuance	238,791
Prepaid Land Infrastructure	761,585
Investments held in trust account	10,001,378
Employee receivable and other	549,832
Total. *(Column (b) should equal Form 990, Part X, col.(B) line 15.)* . . . . ▶	32,225,734

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of Liability	(b) Amount
Federal Income Taxes	
Interest rate swap	931,053
Corporate officers retirement	35,055,000
Aerospace Benefit Equalization Plan	1,623,000
Accrued rent liabilities	4,942,551
Accrued postretirement benefit	48,636,000
Accrued pension cost	278,810,000
Total. *(Column (b) should equal Form 990, Part X, col (B) line 25)* ▶	369,997,604

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	870,434,758
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	844,571,169
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	25,863,589
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	25,863,589

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements			1	867,877,745
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	867,877,745
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b	2,557,013		
c	Add lines **4a** and **4b**			4c	2,557,013
5	Total Revenue Add lines **3** and **4c.** (This should equal Form 990, Part I, line 12)			5	870,434,758

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements			1	844,571,169
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Losses reported on Form 990, Part IX, line 25	2c			
d	Other (Describe in Part XIV)	2d			
e	Add lines **2a** through **2d**			2e	
3	Subtract line **2e** from line **1**			3	844,571,169
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIV)	4b			
c	Add lines **4a** and **4b**			4c	
5	Total expenses Add lines **3** and **4c.** (This should equal Form 990, Part I, line 18)			5	844,571,169

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part XIV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

Identifier	Return Reference	Explanation
Part X	Part X FIN48 Footnote	Footnote from financial statements regarding liability for uncertain tax positions Recent Accounting Pronouncements - In June 2006, the FASB issued FASB ASC 740, Income Taxes ASC 740 clarifies the accounting for uncertainties in income taxes ASC 740 is effective for the Corporation for fiscal years beginning October 1, 2009 Management does not believe that the adoption of ASC 740 will have a material effect on the Corporation's financial statements
Part XII, Line 4b	Part XII, Line 4b Other revenue amounts included on 990 but not included in F/S	Other income $0 Investment income $1471990 Royalties $52000 Vending machine commission $14333 Other $1018690
Part XI, Line 8	Part XI, Line 8 Other Changes in Net Assets or Fund Balances	Defined Benefit Pension SFAS No 158 adjustment $ -0
Part II, Line 9	Part II, Line 9 Organization Reporting of conservation easements	The Company has signed an agreement with Fairfax County, VA to maintain the stream restoration area part of the conservation easement and has a 10 year maintenance contract in place Annual maintenance will begin in 2011 with an estimated annual cost of $10,000 The forest area will be monitored at least annually The conservation easement is on land being developed in Chantilly, Virginia for use as a Corporate owned facility to replace current leased facilities in the local area In connection with development of the space, stream restoration and drainage control was constructed to meet local building codes In addition 21 87 acres of forest will be set aside and not available for future development Currently the audited Financial Statements reflect the land cost and development cost to date in the Balance Sheet The revenue and expense statement has no cost related to the conservation easement Completion of the site with the initial building is planned for November 2014

Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments and Individuals in the U.S.

Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22. Attach to Form 990.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
The Aerospace Corporation

Employer identification number
95-2102389

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . ☑ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States.

Complete if the organization answered "Yes" on Form 990, Part IV, line 21 for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Use Part IV and Schedule I-1 if additional space is needed . . . ▶ ☑

1(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2 Enter total number of section 501(c)(3) and government organizations . . . ▶

3 Enter total number of other organizations . . . ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	**(b)** Number of recipients	**(c)** Amount of cash grant	**(d)** Amount of non-cash assistance	**(e)** Method of valuation (book, FMV, appraisal, other)	**(f)** Description of non-cash assistance
Education assistance	22	331,978			

Part IV **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

See Additional Data Table

Identifier	**Return Reference**	**Explanation**
Additional Supplemental Information		The corporation maintains a corporate study assistance program and awards fellowships to qualified individuals who will contribute to the technical and business expertise of the corporation Fellowships are normally awarded to regular full or part-time employees currently in good standing who have a minimum of two years employment with the corporation The Aerospace Institute administers the Corporate Study Assistance Program The number of fellowship awards each year depends on the availability of resources and the merit of the applications received The Aerospace Institute advises management and employees on program guidelines, enrolls qualified candidates in the program, authorizes payments to universities and part-time fellows, and monitors compliance with this practice A fellow in the Corporate Study Assistance Program Submits appropriate receipts for actual incurred expenses, such as tuition, books, and mandatory fees to The Aerospace Institute for payment Submits an official transcript to The Aerospace Institute within 60 days of the completion of each academic term Reimburses the corporation for applicable tuition and textbook costs if the participant drops a course, receives a B-minus or less in any course, or receives less than satisfactory for dissertation research Full-Time students receiving a stipend Expend 20 or 24 hours of effort per workweek during the academic year and up to 40 hours during school recess and vacation periods Pay is based on the employee's scheduled workweek Annual reviews reflect both work and academic performance

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
The Aerospace Corporation

Employer identification number
95-2102389

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items ☑ First class or charter travel ☑ Housing allowance or residence for personal use ☑ Travel for companions ☐ Payments for business use of personal residence ☑ Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
b	If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain	**1b**	Yes	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	**2**	Yes	
3	Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply ☑ Compensation committee ☑ Written employment contract ☑ Independent compensation consultant ☑ Compensation survey or study ☐ Form 990 of other organizations ☑ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a			
a	Receive a severance payment or change of control payment?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**	Yes	
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
	501(c)(3) and 501(c)(4) organizations only must complete lines 5-8.			
5	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of			
a	The organization?	**5a**		No
b	Any related organization?	**5b**		No
	If "Yes," to line 5a or 5b, describe in Part III			
6	For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of			
a	The organization?	**6a**		No
b	Any related organization?	**6b**		No
	If "Yes," to line 6a or 6b, describe in Part III			
7	For persons listed in form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	**7**		No
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
See Additional Data Table	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8 Also complete this part for any additional information

Identifier	Return Reference	Explanation
Sch J, Part I, Line 1a	Part I, Line 1a Relevant information in regards to selections on 1a	The corporate officers travel using coupons purchased to provide upgrades to business class and occasionally first class or use y-up fares available from airlines that provide for upgrade to business or first class Y-up fares are nonrefundable coach fares that cost less than full fares coach, but provide a guaranteed upgrade to business or first class Travel is authorized on an exception basis for the spouse of officers at various times during the year to attend corporate events All spouse travel is included in income Tax indemnification and gross-up payments are provided to all employees that have relocation expenses to cover the taxable portion of the relocation Such gross up is included in income Housing allowance is provided during temporary assignments and foreign assignments Housing allowance for foreign assignments beyond 12 months is included in income

Additional Data

Return to Form

Software ID: 08000091
Software Version: 2008v2.7
EIN: 95-2102389
Name: The Aerospace Corporation

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		**(B)** Breakdown of W-2 and/or 1099-MISC compensation			**(C)** Deferred compensation	**(D)** Nontaxable benefits	**(E)** Total of columns (B)(i)-(D)	**(F)** Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	**(ii)** Bonus & incentive compensation	**(iii)** Other compensation				
W M Austin	(i)	406,222	155,877	47,965	420,744	21,164	1,051,972	
	(ii)							
W H Goodman	(i)	224,409	24,651	20,914	16,503	15,571	302,048	
	(ii)							
W Giragos	(i)	210,753	19,716	21,688	30,263	13,431	295,851	
	(ii)							
W F Ballhaus Jr	(i)	115,040	206,837	20,500	2,542,985	29,556	2,914,918	
	(ii)							
W C Krenz	(i)	215,797	22,980	25,949	81,998	23,357	370,081	
	(ii)							
T R O'Connor	(i)	188,026		21,496		23,641	233,163	
	(ii)							
S L Zacharius	(i)	209,025		20,914	5,103	25,417	260,459	
	(ii)							
R R Razouk	(i)	271,609	39,754	28,881	256,662	29,628	626,534	
	(ii)							
R H Fisher	(i)	227,856	20,000	4,865	63,111	1,725	317,557	
	(ii)							
R F Johnson	(i)	268,980	38,786	31,814	331,834	19,939	691,353	
	(ii)							
M M Dennis	(i)	215,900	25,034	10,327	409,653	22,022	682,936	
	(ii)							
M J Wheaton	(i)	217,393	21,973	12,123	19,762	22,518	293,769	
	(ii)							
M J Hamilton	(i)	248,334		20,894	8,348	15,263	292,839	
	(ii)							
M De Ponte	(i)	266,847	32,824	32,940	168,288	19,466	520,365	
	(ii)							
L T Greenberg	(i)	82,341	36,711		354,992	29,916	503,960	
	(ii)							
K G Holden	(i)	235,439	25,011	10,893		17,776	289,119	
	(ii)							
J W Ford	(i)	182,550	3,000	21,839		18,732	226,121	
	(ii)							
J R Wormington	(i)	254,468	36,728	28,708	338,809	816	659,529	
	(ii)							
J M Straus	(i)	204,819	104,673	97,095	953,309	39,678	1,399,574	
	(ii)							
J M Drennan	(i)	259,878	57,205	46,908	240,011	1,874	605,876	
	(ii)							
J A Strada	(i)	239,752	26,343	21,688	29,292	25,885	342,960	
	(ii)							
G P Pulliam	(i)	238,076	34,693	30,404	227,491	8,311	538,975	
	(ii)							
G M Lindsay	(i)	274,400		15,677	9,508	19,244	318,829	
	(ii)							
G J Louttit	(i)	321,933	59,637	31,904	895,258	27,407	1,336,139	
	(ii)							
G C Aufderhaar	(i)	212,670		21,520	27,223	7,617	269,030	
	(ii)							
D S Barbee	(i)	224,713	44,662	219	21,073	14,979	305,646	
	(ii)							
D R Walker	(i)	112,409	39,393	35,423	413,334	859	601,418	
	(ii)							
D J Gorney	(i)	296,728	39,112	28,125	178,300	15,590	557,855	
	(ii)							
D J Evans	(i)	209,163	19,693	21,688		1,874	252,418	
	(ii)							
D E Wallis	(i)	246,560	36,330	29,948	386,827	25,024	724,689	
	(ii)							
D A Plunkett	(i)	241,008	21,658	24,010		9,999	296,675	
	(ii)							
C M Lazar-Morrison	(i)	164,205		21,205	5,543	26,093	217,046	
	(ii)							
C J Steele	(i)	221,212	21,468	46,848	97,077	23,560	410,165	
	(ii)							
B W Chau	(i)	238,329	23,611	21,056	21,358	20,894	325,248	
	(ii)							
A C Liang	(i)	238,247	22,267	22,980		14,839	298,333	
	(ii)							

Schedule L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Attach to Form 990 or Form 990-EZ.
▶ To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V lines 38b or 40b.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
The Aerospace Corporation

Employer identification number
95-2102389

Part I Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . ▶ $

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . ▶ $

Part II Loans to and/or From Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
W M Austin relocation loan pursuant to IRC Sec 7282		X	300,000	240,000		No	Yes		Yes	
Total . . . ▶ $				240,000						

Part III Grants or Assistance Benefitting Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues? Yes	No
K D Wheaton	employee	112,217	compensation		No
R A Evans	employee	170,518	compensation		No
C M Evans	employee	36,906	compensation		No
D D Downs	employee	95,932	compensation		No
E D Aufderhaar	employee	34,951	compensation		No

SCHEDULE O (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization
The Aerospace Corporation

Employer identification number
95-2102389

Identifier	Return Reference	Explanation
	Form 990, Schedule A, Section A & B	Amounts used are rounded to the nearest thousand as the software does not support the full amount

Identifier	Return Reference	Explanation
	Form 990, Part XI, Line 2c	The Audit Committee of the Board of Trustees has responsibility for oversight of the financial audits and selection of the independent accountants that audit the financial statements The Audit Committee meets four times per year The Audit Committee Chair and committee members also review the Form 990 and 990T and copies are provided to the entire Board of Trustees

Identifier	Return Reference	Explanation
	Form 990, Part VI, Sec A, Line 1a/b	The President of the Corporation is a member of the Board of Trustees, ex officio, with full voting power during her term of office as President The President is not independent as she is compensated as an officer The President excuses herself from votes which may result in a conflict of interest

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	The Form 990, 990T governing documents, conflict of interest policy and audited financial statements are available upon request to the CFO, Vice President and Treasurer Requests can be in person at any of our operating offices, by mail, facsimile or electronic mail The documents are available for inspection at our corporate office @ 2310 E El Segundo Blvd in El Segundo, California Copies will be made upon request or electronic media will be provided at no cost to the requestor for the last three years

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 15b	Form 990, Part VI, Line 15b Compensation Review and Approval Process for Officers and Key Employees	The Compensation and Personnel Committee (the "Committee") of the Board of Trustees (the "Board") discharges the Board's responsibilities relating to compensation of the chief executive and other executive officers, including approving, individually, the compensation of each such officer The Committee reviews and recommends to the Board compensation plans, pension and benefit programs for employees generally, and to review all modifications to such plans other than such modifications specifically delegated by the Board to management from time to time The Board of Trustees has established an annual bonus and incentive compensation plan for corporate officers and general managers based on corporate and individual goals established at the beginning of each fiscal year At the end of each fiscal year, the Committee reviews corporate and individual performance and recommends to the Board the amount of bonus and incentive compensation, if any, to be paid for the prior year's performance Bonus payments must be approved by the Board These amounts are included in Bonus & incentive compensation on Schedule J, Part II and Schedule J-1, Part I, column (B)(ii) The Committee reviews the Board of Trustees compensation The Committee meets not less frequently than twice each year to coincide with the annual and semiannual meetings of the Board and at other times to coincide with regular meetings of the board The Committee may request that members of management or outside consultants and advisors of the Committee be present to assist the Committee in performing its duties A written report of the actions taken at each meeting will be kept filed with the proceedings of the meetings of the full Board The Committee process above was last undertaken for Fiscal Year 2010

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 12c	Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	The corporation complies with the Department of Defense (DoD) Mandatory Disclosure Rules, including required disclosures to the DoD Inspector General, for (1) violations of federal criminal laws relating to fraud, conflicts of interest, bribery, and gratuities, (2) violations of the False Claims Act, and (3) misconduct in connection with the award, performance, or close out of government contracts Employees must certify that they have read, understand, and will comply with the corporate practice as a condition of employment by signing a Certification of Compliance annually Employees also certify to the corporation that he/she has no holdings or relationships that might constitute or appear to constitute a conflict of interest by responding to an on-line Conflict of Interest Certification Employees must list the business and financial interest and relationships for those organizations identified on the corporation's Conflict of Interest Listing Such certification is required annually or whenever a change in the individual's business or financial interest or relationships makes it appropriate Employees may not retain any holdings in any organization with which he/she works on a day-to-day basis The Office of the General Counsel issues, periodically, a list of organizations that includes principal associate contractors of the Air Force Space and Missile Systems Center and other U S Government organizations that interface with the company on a regular basis This list is not all-inclusive, but helps to identify areas of possible conflict of interest The Office of the General Counsel reviews all disclosure forms and advises management on any conflicts of interest Management, after a disclosure review, decides either that some action must be taken or that no conflict exists and no further action is required Management may determine that certain actions are required, such as a change in work assignment, divestiture in a conflicting interest, or the establishment of a "blind trust" Management's decisions in those matters are final Certifications, disclosures, and subsequent decisions are made available to audit agencies and duly authorized persons on a need-to-know basis as apprived by management

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 10	Form 990, Part VI, Line 10 Form 990 Review Process	The Form 990 after completion by the Finance organization is reviewed in detail with the VP, CFO & Treasurer and Associate CFO, Assistant Treasurer The 990 is then reviewed with the Senior VP of Administration and the President and CEO After the review by senior management a copy of the 990 is provided to the Chair of the Audit Committee, other audit committee members and then to the remaining members of the Board of Trustees Any clarification received are incorporated in the 990 which is filed following the Board of Trustee review in June each year

Additional Data

Software ID:
Software Version:
EIN: 95-2102389
Name: The Aerospace Corporation

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
W M Austin , President & CEO	40 00	X		X				610,064	0	441,908
W H Goodman , Gen Mgr	40 00				X			269,974	0	32,074
W Giragos , Gen Mgr	40 00				X			252,157	0	43,694
W F Ballhaus Jr , Pres & CEO							X	342,377	0	2,572,541
W C Krenz , Vice President	40 00			X				264,726	0	105,355
V Vitto , Trustee	2 00	X						25,250	0	0
T S Moorman Jr , Trustee	2 00	X						8,250	0	0
T R O'Connor , Prin Dir	40 00				X			209,522	0	23,641
S L Zacharius , Gen Mgr	40 00				X			229,939	0	30,520
S K Ride , Trustee	2 00	X						20,750	0	0
R S Walker , Trustee	2 00	X						24,250	0	0
R R Razouk , Vice President	40 00			X				340,244	0	286,290
R H Fisher , Vice President	40 00			X				252,721	0	64,836
R F Johnson , Vice President	40 00			X				339,580	0	351,773
R A Fulton Jr , Trustee	2 00	X						23,750	0	0
P B Teets , Trustee	2 00	X						32,750	0	0
N F Gibbs , Trustee	2 00	X						29,250	0	0
M M Dennis , VP							X	251,261	0	431,675
M J Wheaton , Gen Mgr	40 00				X			251,489	0	42,280
M J Hamilton , Pr Engr/Scientist	40 00					X		269,228	0	23,611
M E Pate-Cornell , Trustee	2 00	X						26,750	0	0
M De Ponte , Vice President	40 00			X				332,611	0	187,754
L T Greenberg , VP							X	119,052	0	384,908
K G Holden , Gen Mgr	40 00				X			271,343	0	17,776
K A Street , Trustee	2 00	X						7,250	0	0
J W Ford , Prin Dir	40 00				X			207,389	0	18,732
J Slattery , Trustee	2 00	X						5,000	0	0
J R Wormington , Vice President	40 00			X				319,904	0	339,625
J M Straus , Exec VP							X	406,587	0	992,987
J M Drennan , Vice President	40 00			X				363,991	0	241,885

Form 990, Part VII - Section Aaa

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual Trustee or Director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
J H Tilelli Jr , Trustee	2 00	X						30,250	0	0
J H Smith , Trustee	2 00	X						19,250	0	0
J E McLaughlin , Trustee	2 00	X						22,250	0	0
J A Strada , Gen Mgr	40 00					X		287,783	0	55,177
J A McLuckey , Trustee	2 00	X						30,250	0	0
H M Estes III , Trustee	2 00	X						8,250	0	0
G S Bluford Jr , Trustee	2 00	X						25,250	0	0
G P Pulliam , Vice President	40 00			X				303,173	0	235,802
G M Lindsay , Project Leader Sr	40 00					X		290,077	0	28,752
G J Louttit , Vice President	40 00			X				413,474	0	922,665
G C Aufderhaar , Gen Mgr	40 00				X			234,190	0	34,840
D W Shepperd , Trustee	2 00	X						26,250	0	0
D S Barbee , Gen Mgr	40 00				X			269,594	0	36,052
D R Walker , VP							X	187,225	0	414,193
D M Muir , Trustee	2 00	X						29,750	0	0
D L Cromer , Trustee	2 00	X						43,750	0	0
D J Gorney , Vice President	40 00			X				363,965	0	193,890
D J Evans , Gen Mgr	40 00				X			250,544	0	1,874
D E Wallis , Vice President	40 00			X				312,838	0	411,851
D E Hastings , Trustee	2 00	X						22,750	0	0
D A Plunkett , Gen Mgr	40 00					X		286,676	0	9,999
C M Lazar-Morrison , Gen Mgr	40 00				X			185,410	0	31,636
C J Steele , Vice President	40 00			X				289,528	0	120,637
B W Chau , Vice President	40 00			X				282,996	0	42,252
B M Barrett , Trustee	2 00	X						12,500	0	0
A C Liang , Gen Mgr	40 00					X		283,494	0	14,839