

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Annual Return/Report of Employee Benefit Plan</div> <div>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), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div>	<div>OMB Nos. 1210-0110 1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
--	--	---

Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A	This return/report is for: <div><div>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☒ an amended return/report;</div><div>☐ the final return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☐ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information
1a	Name of plan BE AEROSPACE INC. SAVINGS PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 08/01/1988
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) BE AEROSPACE INC. 1400 CORPORATE CENTER WAY WELLINGTON, FL 33414
2b	Employer Identification Number (EIN) 06-1209796
2c	Sponsor's telephone number 561-791-5000
2d	Business code (see instructions) 336410

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/30/2010	RENE LANDRY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/30/2010	RENE LANDRY
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") BE AEROSPACE INC. 1400 CORPORATE CENTER WAY WELLINGTON, FL 33414	3b Administrator's EIN 06-1209796 3c Administrator's telephone number 561-791-5000
---	---

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
---	-----------------------------------

5 Total number of participants at the beginning of the plan year	5	5311
---	----------	------

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	4040
b Retired or separated participants receiving benefits.....	6b	46
c Other retired or separated participants entitled to future benefits.....	6c	713
d Subtotal. Add lines 6a , 6b , and 6c	6d	4799
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	4799
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	3556
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 Characteristic Codes in the instructions:
 2E 2J 2K 2F 2G 2T

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

9a Plan funding arrangement (check all that apply)	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	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

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

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE 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
		2009
		This Form is Open to Public Inspection.
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan BE AEROSPACE INC. SAVINGS PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BE AEROSPACE INC.		D Employer Identification Number (EIN) 06-1209796

Part I	Service Provider Information (see instructions)
---------------	--

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

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

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

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

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

WILMINGTON TRUST FIDUCIARY SERVICES

34 EXCHANGE PLACE
803 PLAZA THREE
JERSEY CITY, NJ 07311

26-3523944

(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?
21 28 50	INVESTMENT MANAGER	514425	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CREDIT SUISSE

ONE FEDERAL STREET
36TH FLOOR
BOSTON, MA 02110

13-2741729

(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?
27 50	INVESTMENT CONSULTANT	226772	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RETIREMENT STRATEGIES INC

3736 EXECUTIVE CENTER DRIVE
AUGUSTA, GA 30907

58-2380163

(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?
13 15 50	RECORDKEEPER	26644	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 ☐

(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:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: x-small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2009</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>		
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009				
A Name of plan BE AEROSPACE INC. SAVINGS PLAN	B Three-digit plan number (PN) ▶	001		
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BE AEROSPACE INC.	D Employer Identification Number (EIN) 06-1209796			
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">Part I</td> <td>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)</td> </tr> </table>			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)
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: WTFSC GIC				
b Name of sponsor of entity listed in (a): WILMINGTON TRUST				
c EIN-PN 26-3783330-902	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25931777		
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC INTERMEDIATE FIXED INCOME				
b Name of sponsor of entity listed in (a): WILMINGTON TRUST				
c EIN-PN 26-3783383-908	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10298124		
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC INTERNATIONAL GROWTH				
b Name of sponsor of entity listed in (a): WILMINGTON TRUST				
c EIN-PN 26-3783561-911	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3954837		
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC LARGE CO DOMESTIC GROWTH				
b Name of sponsor of entity listed in (a): WILMINGTON TRUST				
c EIN-PN 26-3783775-932	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19414821		
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC LARGE CO VALUE				
b Name of sponsor of entity listed in (a): WILMINGTON TRUST				
c EIN-PN 26-3783374-907	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9920449		
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC MID CAP FUNDAMENTAL VALUE				
b Name of sponsor of entity listed in (a): WILMINGTON TRUST				
c EIN-PN 26-3783919-945	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10327872		
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC MID CAP GROWTH				
b Name of sponsor of entity listed in (a): WILMINGTON TRUST				
c EIN-PN 26-3783748-929	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5430211		

a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC MULTI-ASSET		
b Name of sponsor of entity listed in (a): WILMINGTON TRUST		
c EIN-PN 26-3783885-940	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1275900
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC OVERSEAS EQUITY		
b Name of sponsor of entity listed in (a): WILMINGTON TRUST		
c EIN-PN 26-3783687-920	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12614195
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC S & P 500 INDEX		
b Name of sponsor of entity listed in (a): WILMINGTON TRUST		
c EIN-PN 26-3783703-921	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9013121
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC SHORT DURATION		
b Name of sponsor of entity listed in (a): WILMINGTON TRUST		
c EIN-PN 26-3783890-941	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3738931
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC SMALL CO GROWTH		
b Name of sponsor of entity listed in (a): WILMINGTON TRUST		
c EIN-PN 26-3783319-901	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5154537
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC SMALL CO VALUE		
b Name of sponsor of entity listed in (a): WILMINGTON TRUST		
c EIN-PN 26-3783724-926	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2532225
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC STRATEGIC BOND		
b Name of sponsor of entity listed in (a): WILMINGTON TRUST		
c EIN-PN 26-3783650-914	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4347714
a Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC US ALLOCATION		
b Name of sponsor of entity listed in (a): WILMINGTON TRUST		
c EIN-PN 26-3783739-928	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11054306
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
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan BE AEROSPACE INC. SAVINGS PLAN	B Three-digit plan number (PN)	001
C Plan sponsor's name as shown on line 2a of Form 5500 BE AEROSPACE INC.	D Employer Identification Number (EIN) 06-1209796	

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)	696422	
(2) Participant contributions	1b(2)	801305	
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	86447	1149929
(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)	837477	1274555
(9) Value of interest in common/collective trusts.....	1c(9)	102426638	135009018
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(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)	5030199	14438421
(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	109878488	151871923

Liabilities

g Benefit claims payable	1g		195009
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	195009

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	109878488	151676914
---	-----------	-----------	-----------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6586421	
(B) Participants	2a(1)(B)	12410468	
(C) Others (including rollovers)	2a(1)(C)	649086	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		19645975

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)	61279	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		61279

(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

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	10006197	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		10006197
(6) Net investment gain (loss) from common/collective trusts	2b(6)		23006312
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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		52719763

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10153496	
(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)		10153496
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)	26644	
(3) Investment advisory and management fees	2i(3)	741197	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		767841
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		10921337

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		41798426
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: MCGLADREY & PULLEN, LLP

(2) EIN: 42-0714325

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
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.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 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)

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 2009 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>BE AEROSPACE INC. SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BE AEROSPACE INC.</u>	D Employer Identification Number (EIN) <u>06-1209796</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>65-1214236</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

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	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 providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2009
v.092308.1

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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

McGladrey & Pullen

Certified Public Accountants

BE Aerospace, Inc.
Savings Plan

Financial Statements as of December 31, 2009 and
2008 and for the Years then Ended, Supplemental
Schedule as of December 31 2009, and
Independent Auditor's Report

BE AEROSPACE, INC. SAVINGS PLAN

TABLE OF CONTENTS

	Page
INDEPENDENT AUDITOR'S REPORT	1
FINANCIAL STATEMENTS:	
Statements of Net Assets Available for Benefits as of December 31, 2009 and 2008	2
Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2009 and 2008	3
Notes to Financial Statements as of December 31, 2009 and 2008, and for the Years Ended December 31, 2009 and 2008	4-11
SUPPLEMENTAL SCHEDULE PROVIDED PURSUANT TO THE DEPARTMENT OF LABOR'S RULES AND REGULATIONS:	
Form 5500, Schedule H, Line 4i—Schedule of Assets (Held at End of Year) as of December 31, 2009	13
NOTE: All other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure are omitted because of the absence of the conditions under which they are required.	

McGladrey & Pullen

Certified Public Accountants

Independent Auditor's Report

To the Benefits Administrative Committee
BE Aerospace, Inc. Savings Plan
Wellington, Florida

We were engaged to audit the accompanying statements of net assets available for benefits of BE Aerospace, Inc. Savings Plan (the Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule of assets as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified or provided by Wilmington Trust, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. As disclosed in Note 3, the Plan Administrator has obtained certifications from the trustee regarding the completeness and accuracy of the investment information provided to the Plan Administrator by the trustee as of and for the years ended December 31, 2009 and 2008.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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 United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

McGladrey & Pullen, LLP

West Palm Beach, Florida
July 9, 2010

**BE AEROSPACE, INC.
SAVINGS PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2009 AND 2008 (in 000's)**

	<u>2009</u>	<u>2008</u>
ASSETS:		
Investments – at fair value:		
Common and collective trusts	\$ 131,443	\$ 97,330
BE Aerospace, Inc. common stock	14,438	5,030
Loans to participants	<u>1,275</u>	<u>837</u>
Total investments	<u>147,156</u>	<u>103,197</u>
Receivables:		
Employer contributions	--	697
Participant contributions	<u>--</u>	<u>801</u>
Total receivables	<u>--</u>	<u>1,498</u>
Cash and cash equivalents	<u>1,150</u>	<u>86</u>
NET ASSETS AT FAIR VALUE	148,306	104,781
Adjustment from fair value to contract value for fully-benefit responsive investment contracts	<u>3,566</u>	<u>5,097</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 151,872</u>	<u>\$ 109,878</u>

See accompanying notes to financial statements.

**BE AEROSPACE, INC.
SAVINGS PLAN**

**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008 (in 000's)**

	<u>2009</u>	<u>2008</u>
Investment results:		
Net appreciation (depreciation) in fair value of investments	\$ 33,013	\$ (64,677)
Interest and dividends	<u>61</u>	<u>72</u>
Total investment income (loss)	<u>33,074</u>	<u>(64,605)</u>
Contributions and rollovers:		
Employer	6,586	6,999
Participant	<u>13,060</u>	<u>14,270</u>
Total contributions	<u>19,646</u>	<u>21,269</u>
Deductions:		
Distributions to participants or their beneficiaries	9,958	9,851
Plan administrative expenses	<u>768</u>	<u>816</u>
Total deductions	<u>10,726</u>	<u>10,667</u>
NET INCREASE (DECREASE)	41,994	(54,003)
Transfer of assets to the Plan	--	1,738
NET ASSETS AVAILABLE FOR BENEFITS – Beginning of year	<u>109,878</u>	<u>162,143</u>
NET ASSETS AVAILABLE FOR BENEFITS – End of year	<u>\$ 151,872</u>	<u>\$ 109,878</u>

See accompanying notes to financial statements.

BE AEROSPACE, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS AS OF DECEMBER 31, 2009 AND 2008, AND FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008 (\$ in 000's)

1. DESCRIPTION OF THE PLAN

The foregoing description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Description of Plan—Effective January 1, 2002, BE Aerospace, Inc. (the "Company") adopted the BE Aerospace, Inc. Savings Plan (formerly the BE Aerospace, Inc. Savings and Profit Sharing Plan and Trust) (the "Plan"), as amended and restated, to comply with the Economic Growth and Tax Relief Reconciliation Act. The Plan is a defined-contribution retirement plan designed to qualify under Internal Revenue Code ("IRC") Section 401(a) and 401(k) for the cash or deferred arrangement part of the Plan. The Plan covers all full-time non-union employees that have completed (i) 90 consecutive days of employment in which 250 hours of service were performed or (ii) 1,000 hours of service during a twelve consecutive month period beginning on the date of hire or any anniversary of the date of hire.

In July 2008, BE Aerospace Inc. acquired from Honeywell International Inc. (Honeywell) its Consumables Solutions distribution business (HCS). HCS employees were eligible to roll their funds into the Company's Savings Plan.

Participant Contributions—Under the Plan, contributions are made on behalf of employees (participants) who choose to defer a portion of their total gross pay. The maximum contribution rate for non-highly compensated participants is 100% of their gross pay. Participants can make pretax contributions of up to \$16.5 and \$15.5 for the years ended December 31, 2009 and 2008, respectively. Participants are fully vested in their contributions immediately. The Plan also allows all employees who are projected to attain age 50 before the close of the Plan year to make catch-up contributions each year, which were limited to \$5.5 and \$5.0 for the years ended December 31, 2009 and 2008, respectively.

Company Contributions—The Plan provides for employer-matching contributions of the participant's contributions to be determined by the Company's management. All Company matching contributions are made in cash. The matching contribution for the years ended December 31, 2009 and 2008 equals the sum of 100% of a participant's elective contributions up to 3% of compensation plus 50% of the next 2% of a participant's elective contributions, not to exceed 4% in total.

Vesting—Participants are immediately vested in their contributions plus actual earnings thereon. Participants are immediately vested in the Company matching contributions plus actual earnings thereon.

Participant Loans—Loans to participants are permitted under certain conditions for financial hardship as provided by the Plan. Participants may borrow from their fund accounts up to a maximum of \$50 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed as determined quarterly by the Plan administrator. Principal and interest are paid ratably through payroll deductions. Participant loans mature through 2021 at interest rates of 4.25% to 10.5%.

Payment of Benefits—Upon termination of service, a participant may generally elect to receive either a lump-sum amount or installments equal to the value of the participant's vested interest in his or her account. If the value of the vested portion of the participant's account is \$1 or less, the Plan will immediately distribute the entire vested portion of the participant's account.

Participant Accounts—Individual accounts are maintained for each Plan participant. Participants direct their own investments. Each participant's account is credited with the participant's contribution and an allocation of employer contributions and Plan earnings, and charged with an allocation of administrative expenses and Plan losses, if any. Allocations are based on participant compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Forfeitures—At December 31, 2009 and 2008, there were no forfeited nonvested accounts.

Cash and Cash Equivalents—Cash and cash equivalents consist of highly liquid investments with initial maturities of 90 days or less.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The financial statements of the Plan are prepared under the accrual basis of accounting generally accepted in the United States of America.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for the portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive contracts from fair value to contract value. The Statement of Net Assets Available for Benefits is prepared on a contract value basis with respect to fully-benefit responsive investment contracts.

Investment Valuation and Income Recognition—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 4 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 depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year. The Company's stock is valued at its quoted market price.

The investment in the Wilmington Trust Company Common and Collective Trusts (the "Trusts") includes an investment by the Trusts in a guaranteed investment contract ("GIC"). It is the policy of the Trusts to hold GIC investments until maturity. GIC investments are stated at fair value at December 31, 2009 and 2008, with an adjustment to contract value for fully-benefit responsive contracts. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. All other investments in common and collective trusts are stated at their fair value based on each portfolio's net asset value on December 31.

Payments of Benefits—Benefits paid to participants are deducted when paid in accordance with the terms of the Plan. Amounts allocated to accounts of persons who have elected to withdraw from the Plan but have not yet been paid were \$202 and \$7 at December 31, 2009 and 2008, respectively.

Administrative Expenses—Certain administrative expenses of the Plan are paid by the Plan, as provided in the Plan Agreement.

Use of 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, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Recent Accounting Pronouncements—The Financial Accounting Standards Board (FASB) issued new guidance on accounting for uncertainty in income taxes. The Plan adopted this new guidance for the year ended December 31, 2009. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements.

In April 2009, the FASB issued additional guidance on the disclosure requirements of fair value measurements including defining major categories of debt and equity securities. The Plan adopted the enhanced disclosure requirements of this standard as of December 31, 2009.

In September 2009, the FASB issued an amendment that provides guidance on how entities should estimate fair value of certain alternative investments. The fair value of investments within the scope of this guidance can now be determined using net asset value (NAV) per share as a practical expedient, when the fair value is not readily determinable, unless it is probable the investment will be sold at something other than NAV. It also requires disclosure of certain attributes by major category of alternative investments, regardless of whether the practical expedient was used. The Plan adopted this guidance as of December 31, 2009. The adoption of this guidance did not have a material impact on the Plan's financial statements.

In January 2010, FASB issued ASU No. 2010-6, Fair Value Measurements and Disclosures – Improving Disclosures About Fair Value Measurements, which requires new disclosures and reasons for transfers between level 1 and level 2 measurements under the fair value hierarchy. This amendment also clarifies that disclosures about inputs and valuation techniques are required for both level 2 and level 3 measurements. With the exception of the following sentences, the amendment is effective and not yet adopted for periods beginning on or after December 15, 2009. The amendment further clarifies that the reconciliation of level 3 measurements should separately present purchases, sales, issuances and settlements instead of netting these changes. This portion of the amendment is effective for periods beginning on or after December 15, 2010 and has not yet been adopted.

Subsequent events—The Plan Administrator has evaluated subsequent events through July 9, 2010, the date the financial statements were available to be issued.

3. INVESTMENTS - INFORMATION CERTIFIED AND PROVIDED BY TRUSTEE

The Plan Administrator has obtained certifications from the trustee as of December 31, 2009 and 2008, and for the years then ended, that information provided to the Plan Administrator by the trustee related to the following investments and investment activity is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to this information, except for comparing such certified information to information included in the Plan's financial statements and supplemental schedule. The following table presents the fair value of the investments in the Plan that were certified by Wilmington Trust as of December 31, 2009 and December 31, 2008, respectively.

Common and collective trusts of Wilmington Trust, at fair value as quoted by the trustee:	2009		2008	
GIC Portfolio +	\$ 22,366	*	\$ 23,731	*
Large Company Domestic Growth Portfolio	19,415	*	12,848	*
Overseas Equity Portfolio	12,614	*	9,571	*
US Allocation Portfolio	11,054	*	8,005	*
Mid-Cap Value Portfolio	10,328	*	7,017	*
Intermediate Fixed Income Portfolio	10,298	*	7,977	*
Large Company Value Portfolio	9,920	*	7,747	*
S&P 500 Index Portfolio	9,013	*	5,775	*
Mid-Cap Growth Portfolio	5,430		3,115	
Small Company Growth Portfolio	5,155		2,742	
Strategic Bond Portfolio	4,348		2,468	
International Growth Portfolio	3,955		1,452	
Short Duration Portfolio	3,739		2,255	
Small Company Value Portfolio	2,532		1,542	
Multi-Asset Portfolio	1,276		1,085	
	<u>\$ 131,443</u>		<u>\$ 97,330</u>	
Investments at fair value as determined by quoted market prices:				
BE Aerospace, Inc. Common Stock	\$ 14,438		\$ 5,030	

+ Contract value of the GIC Fund was \$25,932 and \$28,828 at December 31, 2009 and December 31, 2008, respectively.

* Fair value of the investments represented 5% or more of the net assets available for benefits as of December 31, 2009 and December 31, 2008, respectively.

During the year ended December 31, 2009 and December 31, 2008, the trustee has also certified the completeness and accuracy of the net appreciation (depreciation) in the fair value of the Plan's investments as follows:

	<u>2009</u>	<u>2008</u>
Common and collective trusts	\$ 22,984	\$(33,418)
BE Aerospace, Inc. Common Stock	<u>10,029</u>	<u>(31,259)</u>
	<u>\$ 33,013</u>	<u>\$(64,677)</u>

4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures* (FASB Statement No. 157, Fair Value Measurements)(ASC 820), defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurement. ASC 820 also emphasizes that fair value is a market-based measurement, not an entity-specific measurement, and sets out a fair value hierarchy with the highest priority being quoted prices in active markets. Under ASC 820, fair value measurements are disclosed by level within that hierarchy. The three levels of the fair value hierarchy under ASC 820 are described below:

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;
- 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's 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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the methodologies used at December 31, 2009 and 2008.

Investments in bank common collective funds are stated at their fair value based on each portfolio's net asset value at year end. GIC investments are stated at fair value at year end, based on each portfolio's net asset value at year end, with the adjustment from fair value to contract value for fully-benefit responsive investment contracts. Participant loans are carried at amortized cost plus accrued interest, which approximates fair value.

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.

The following table sets forth by major category and level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2009:

	Level 1	Level 2	Level 3	Total
Common Collective Trust Funds:				
Value Funds	\$ --	\$ 35,394	\$ --	\$ 35,394
Growth Funds	--	33,955	--	33,955
Fixed Income Funds	--	18,385	--	18,385
Balanced Funds	--	12,330	--	12,330
Index Funds	--	9,013	--	9,013
Guaranteed Investment Contract	--	22,366	--	22,366
Stock - Aerospace Technology	14,438	--	--	14,438
Loans	--	--	1,275	1,275
	<u>\$ 14,438</u>	<u>\$131,443</u>	<u>\$ 1,275</u>	<u>\$147,156</u>

The following table sets forth by major category and level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2008:

	Level 1	Level 2	Level 3	Total
Common Collective Trust Funds:				
Value Funds	\$ --	\$ 25,877	\$ --	\$ 25,877
Growth Funds	--	20,157	--	20,157
Fixed Income Funds	--	12,700	--	12,700
Balanced Funds	--	9,090	--	9,090
Index Funds	--	5,775	--	5,775
Guaranteed Investment Contract	--	23,731	--	23,731
Stock - Aerospace Technology	5,030	--	--	5,030
Loans	--	--	837	837
	<u>\$ 5,030</u>	<u>\$ 97,330</u>	<u>\$ 837</u>	<u>\$103,197</u>

As noted above, the fair value of the investments in common collective trust funds, including the guaranteed investment contract, are estimated using net asset value per unit at year end. The common collective funds are invested primarily in mutual funds, stocks and bonds that are actively traded. There are no unfunded commitments related to any of these investments. All of these investments, with the exception of the guaranteed investment contract, can be redeemed daily without notice at the current net asset value per share based on the fair value of the underlying assets. As discussed further in Note 5, investments in the guaranteed investment contract can be redeemed daily at contract value.

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets, which consisted of participant loans, for the years ended December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Balance, beginning of year	\$ 837	\$ 743
Issuance and settlements	438	94
Balance, end of year	<u>\$ 1,275</u>	<u>\$ 837</u>

5. INVESTMENT CONTRACTS

In October 2008, the Plan entered into a fully-benefit responsive investment contract, represented by the GIC Fund, with Wilmington Trust Company. Wilmington Trust Company maintains the contributions in a common collective trust. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Average yields for the fully-benefit responsive investment contracts were as follows for the years ended December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
Based on actual earnings	0.84%	3.19%
Based on interest rate credited to participants	0.76%	3.10%

6. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of investments per the financial statements at December 31, 2009 and 2008 to Form 5500:

	<u>2009</u>	<u>2008</u>
Investments per the financial statements	\$ 147,156	\$ 103,197
Adjustment from fair value to contract value for fully-benefit responsive investment contracts	3,566	5,097
Investments per Form 5500	<u>\$ 150,722</u>	<u>\$ 108,294</u>

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

	<u>2009</u>	<u>2008</u>
Net assets available for benefits per the financial statements	\$ 151,872	\$ 109,878
Amounts allocated to withdrawing participants	(202)	(7)
Net assets per Form 5500	<u>\$ 151,670</u>	<u>\$ 109,871</u>

The following is a reconciliation of distributions to participants or their beneficiaries per the financial statements for the years ended December 31, 2009 and 2008 to benefit payments to participants or beneficiaries per Form 5500:

	2009	2008
Distributions to participants or their beneficiaries per the financial statements	\$ 9,958	\$ 9,851
Add: Amounts allocated to withdrawing participants at end of year	202	7
Less: Amounts allocated to withdrawing participants at beginning of year	(7)	(162)
Benefit payments to participants or beneficiaries per Form 5500	<u>\$ 10,153</u>	<u>\$ 9,696</u>

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to December 31, 2009 and 2008 but not yet paid as of that date.

7. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of trust funds managed by Wilmington Trust Company. Wilmington Trust Company is the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return on each fund. Expenses of \$768 were paid by the Plan to the trustee for the year ended December 31, 2009.

At December 31, 2009 and 2008, the Plan held 615 and 654 shares, respectively, of common stock of BE Aerospace, Inc., the sponsoring employer.

8. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974.

9. INCOME TAXES

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated October 16, 2003, that the Plan and related trust were designed in accordance with the applicable regulations of the IRC. The Plan has been amended since receiving the determination letter; however, the Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

10. RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of common and collective trust accounts. Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in the net assets available for benefits.

**SUPPLEMENTAL SCHEDULE PROVIDED PURSUANT TO
THE DEPARTMENT OF LABOR'S RULES AND REGULATIONS**

BE AEROSPACE, INC. SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009 (in 000's)

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	Wilmington Trust	GIC Portfolio	**	\$ 22,366
*	Wilmington Trust	Large Company Domestic Growth Portfolio	**	19,415
*	Wilmington Trust	Overseas Equity Portfolio	**	12,614
*	Wilmington Trust	US Allocation Portfolio	**	11,054
*	Wilmington Trust	Mid-Cap Fundamental Value Portfolio	**	10,328
*	Wilmington Trust	Intermediate Fixed Income Portfolio	**	10,298
*	Wilmington Trust	Large Company Value Portfolio	**	9,920
*	Wilmington Trust	S&P 500 Index Portfolio	**	9,013
*	Wilmington Trust	Mid-Cap Growth Portfolio	**	5,430
*	Wilmington Trust	Small Company Growth Portfolio	**	5,155
*	Wilmington Trust	Strategic Bond Portfolio	**	4,348
*	Wilmington Trust	International Growth Portfolio	**	3,955
*	Wilmington Trust	Short Duration Portfolio	**	3,739
*	Wilmington Trust	Small Company Value Portfolio	**	2,532
*	Wilmington Trust	Multi-Asset Portfolio	**	1,276
*	BE Aerospace, Inc.	Common Stock	**	14,438
*	Loans to participants	Participant loans (maturing 2010 to 2021 at interest rates of 4.25% to 10.5%)	**	<u>1,275</u>
				<u>\$ 147,156</u>

* Party-in-interest

** Cost information is not required for participant-directed investments and therefore is not included.
Note: All investments in Wilmington Trust are comprised of common and collective trusts.