

<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>
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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>☐ the final return/report;</div><div>☐ an amended 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 UIC 401(K) RETIREMENT SAVINGS PLAN	1b Three-digit plan number (PN) ▶ 002
		1c Effective date of plan 01/01/1986
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903	2b Employer Identification Number (EIN) 05-0315468 2c Sponsor's telephone number 401-421-2800 2d Business code (see instructions) 551112

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2010	DOUGLAS STEWART
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903	3b Administrator's EIN 05-0315468 3c Administrator's telephone number 401-421-2800
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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 UNITED INDUSTRIAL CORPORATION	4b EIN 95-2081809 4c PN
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5 Total number of participants at the beginning of the plan year	5	2978
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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	2079
b Retired or separated participants receiving benefits.....	6b	44
c Other retired or separated participants entitled to future benefits.....	6c	656
d Subtotal. Add lines 6a , 6b , and 6c	6d	2779
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	17
f Total. Add lines 6d and 6e	6f	2796
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	2664
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	70

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2G 2J 2K 2T 3H

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) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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)
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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 UIC 401(K) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 TEXTRON INC.	D Employer Identification Number (EIN) 05-0315468	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	23727	Yes ☒ No ☐	Yes ☒ No ☐	0	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 ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALGER MIDCAP GRTH I - BOSTON FINANC	0.40%	
04-2526037		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALGER SMALL CAP I - BOSTON FINANCIA	0.40%	
04-2526037		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ALLNZ NFJ DIV VAL AD - BOSTON FINAN	0.35%	
04-2526037		

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ALLNZ NFJ DIV VAL I - BOSTON FINANC 04-2526037	0.10%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS NY VENTURE A - BOSTON FINANC 04-2526037	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DAVIS NY VENTURE Y - BOSTON FINANC 04-2526037	0.10%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS BALANCED T - JANUS SERVICES L 43-1804048	0.33%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JANUS RESEARCH T - JANUS SERVICES L 43-1804048	0.33%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LD ABBETT SMCP BLD I - DST SYSTEMS, 43-1581814	0.10%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LD ABBETT SMCPVAL A - DST SYSTEMS, 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LD ABBETT SMCPVAL I - DST SYSTEMS, 43-1581814	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ROYCE VALUE PLUS IS - BOSTON FINANC 04-2526037	0.05%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
ROYCE VALUE PLUS SER - BOSTON FINAN	0.45%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
TEMPLETON FOREIGN A - FRANKLIN TEMP	0.35%	
94-3167260		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
WFA MID CAP DISC IS - BOSTON FINANC	0.15%	
04-2526037		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WFA MIDCP DSCPLD INV - BOSTON FINAN 04-2526037	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DRYDEN HIGH YIELD CL A 100 MULBERRY ST. GATEWAY NEWARK, NJ 07102	0.25% + 12.00	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUT	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
KINETICS PARADIGM FUND 777 E. WISCONSIN AVE MILWAUKEE, WI 53202	0.40%	

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MARSICO 21ST CENTURY FUND 803 WEST MICHIGAN STREET SUITE A MILWAUKEE, WI 53233	0.40%

(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:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan UIC 401(K) RETIREMENT SAVINGS PLAN				B Three-digit plan number (PN) ▶ 002	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 TEXTRON INC.				D Employer Identification Number (EIN) 05-0315468	
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: FID MGD INC PORT II					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
c EIN-PN 04-3022712-025		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25172968	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-1	

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 UIC 401(K) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN)	002
C Plan sponsor's name as shown on line 2a of Form 5500 TEXTRON INC.	D Employer Identification Number (EIN) 05-0315468	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	15387064	12108580
(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)	763358	820637
(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)	2644874	2713896
(9) Value of interest in common/collective trusts.....	1c(9)	28558839	25172968
(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)	97071204	118781827
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	144425339	159597908

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	144425339	159597908
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	5479	
(B) Participants	2a(1)(B)	6801	
(C) Others (including rollovers)	2a(1)(C)	14754	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		27034

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	44508	
(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)	206899	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		251407

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	17394	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1637965	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1655359

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	4716918	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	4458430	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		258488

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	208251	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		208251
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1346368
(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)		25940938
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		29687845

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14492548	
(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)		14492548
f Corrective distributions (see instructions)	2f		5301
g Certain deemed distributions of participant loans (see instructions).....	2g		3616
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	13811	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		13811
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		14515276

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		15172569
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: ERNST & YOUNG

(2) EIN: 34-6565596

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		10000000
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.		X	

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

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

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

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 <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>UIC 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TEXTRON INC.</u>	D Employer Identification Number (EIN) <u>05-0315468</u>	

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

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

1	<u>0</u>
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2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 04-6568107

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

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

3	
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Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year

6a	
b Enter the amount contributed by the employer to the plan for this plan year	
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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(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

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): _____

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

UIC 401(k) Retirement Savings Plan
Years Ended December 31, 2009 and 2008
With Report of Independent Auditors

UIC 401(k) Retirement Savings Plan

Financial Statements
and Supplemental Schedule

Years Ended December 31, 2009 and 2008

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Report of Independent Auditors

Textron Inc.
Plan Sponsor
UIC 401(k) Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of UIC 401(k) Retirement Savings 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 (held at end of year) 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 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 by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such 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. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008 that the information provided to the plan administrator by the trustee is complete and accurate.

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 investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

October 4, 2010

UIC 401(k) Retirement Savings Plan
Statements of Net Assets Available for Benefits

	December 31,	
	2009	2008
Assets		
Investments, at fair value	\$159,597,908	\$144,425,339
Total investments at fair value	159,597,908	144,425,339
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	316,275	1,158,928
Net assets available for benefits	\$159,914,183	\$145,584,267

See accompanying notes.

UIC 401(k) Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits

	For the Years Ended December 31,	
	2009	2008
Additions		
Net appreciation (depreciation) in fair value of investments	\$ 26,436,512	\$ (62,425,695)
Interest and dividends	2,384,143	5,348,124
	<u>28,820,655</u>	<u>(57,077,571)</u>
 Contributions:		
Participants	6,801	14,264,979
Employer	5,479	6,640,195
Rollover	14,754	1,003,509
	<u>27,034</u>	<u>21,908,683</u>
 Total additions, net of investment income (loss)	<u>28,847,689</u>	<u>(35,168,888)</u>
 Deductions		
Benefits payments	14,503,962	17,477,165
Administrative expenses	13,811	15,957
Total deductions	<u>14,517,773</u>	<u>17,493,122</u>
 Net increase (decrease)	<u>14,329,916</u>	<u>(52,662,010)</u>
 Net assets available for benefits:		
Beginning of year	145,584,267	198,246,277
End of year	<u>\$ 159,914,183</u>	<u>\$ 145,584,267</u>

See accompanying notes.

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

1. Description of Plan

The following description of the UIC 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan. The purpose of the Plan is to encourage employees to save regularly and to provide them additional funds upon their retirement. Through July 16, 2008, United Industrial Corporation was the named fiduciary, which controlled and managed the operations of the Plan, and the UIC 401(k) Retirement Savings Plan Administrative Committee was the plan administrator. Beginning on July 16, 2008, Textron Inc. (the Company or Employer) became the plan sponsor, fiduciary and plan administrator. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

On December 31, 2008, the Plan was frozen to new participants and contributions. Effective April 7, 2010, the Plan was terminated as discussed in Note 9.

Eligibility

Prior to December 31, 2008, full-time employees were eligible to participate in the Plan at any time following attainment of age eighteen. Part-time employees who had attained the age of eighteen were eligible to participate in the Plan upon completion of 1,000 hours of service during their first twelve months of employment. Effective December 31, 2008, no new participants are allowed in the Plan.

Investment Options

Plan participants may direct their elective contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds, self-directed brokerage accounts and a stable value fund as investment options for participants.

Contributions

Effective December 31, 2008, no further contributions or rollovers are allowed into the Plan, other than adjustments to correct prior period amounts. Prior to December 31, 2008, participating employees contributed to the Plan on a pre-tax basis through payroll deductions, in amounts of at least 1% up to such percentage as determined by the Employer from time to time (but in no event in excess of the annual Internal Revenue Service (IRS) limit). In addition, participating employees who turned fifty years of age or older in any calendar year could elect to make catch-up contributions to the Plan up to the annual IRS limit. Participants could also contribute amounts representing distributions from other qualified defined benefit or defined

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

contribution plans. These amounts were credited to each participant's elective contribution account and rollover contribution account, respectively.

Employer matching contributions were based on the participants' years of service as of January 1 of the plan year in which Employer matching contributions were made, in an amount equal to a percentage of compensation contributed as salary reduction contributions, up to a maximum range between 3% and 8% (subject to the maximum percentage of compensation permitted by the Plan). Employer matching contributions are not made with respect to catch-up contributions.

Forfeitures of the non-vested portion of the participant's matching contribution account occur upon termination of employment and after the vested portion of such an account has been distributed to the participants. Forfeitures are first used to pay any expenses payable by the Plan for the plan year and then used to reduce the Employer's contribution. At December 31, 2009 and 2008, accumulated forfeited non-vested accounts totaled \$27,708 and \$21,243, respectively.

Vesting

Participants are fully vested in Employer and participants' contributions plus earnings.

Benefit Payments

Upon termination of service or attainment of 59-1/2 years of age, participants may elect to receive a lump-sum distribution equal to their vested account balance. Participants may also receive hardship withdrawals, subject to certain restrictions as defined in the plan document. A participant's beneficiary is entitled to a lump-sum distribution of the participant's vested account balance, if not yet distributed to the participant, following the participant's death. If the value of a participant's vested account balance is \$1,000 or less, such benefit will be automatically distributed following the participant's termination of service.

Participant Loans

Participants may borrow from their plan accounts up to 50% of their vested account balance subject to a minimum of \$1,000 and a maximum of \$50,000 (reduced by outstanding loan amounts). The loans are secured by the balance in the participant's account and bear interest at a rate determined by the plan administrator, which ranged from 5.25% to 11.0% at December 31, 2009. Principal and interest are paid ratably through payroll deductions to the participant's account and must be repaid over a period not to exceed sixty months, except in the case of loans incurred for the purchase of a primary residence, where the term may be up to fifteen years. As of March 1, 2007, participants are only allowed to have one loan outstanding. Any participants that held more than one loan at March 1, 2007 were able to carry those loans until maturity.

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Participant Accounts

Each participant's account is credited with the participant's contributions, the Employer's contributions, and an allocation of investment income or loss based on account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Prior to December 31, 2008, the Plan provided for automatic enrollment of employees. Under this provision, each employee who satisfied the eligibility requirements would be automatically enrolled and have an amount equal to 3% of his or her compensation automatically deferred unless the employee affirmatively elected a different elective deferral contribution percentage (including a zero percent election) or waived the automatic enrollment.

Plan Termination

The Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA.

2. Significant Accounting Policies

Basis of Accounting

The financial statements are prepared on the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as 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 (an exit price). See Note 7 for further 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.

Fully Benefit-Responsive Investment Contracts

The Fidelity Managed Income Portfolio II (Stable Value) is a commingled pool that invests in fully benefit-responsive investment contracts. These contracts are recorded at fair value (see

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Note 7); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement 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 contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Administrative Expenses

All Plan expenses, except those directly associated with loan fees, are paid by the Company.

Subsequent Events

Management evaluated subsequent events for the Plan through October 4, 2010, the date the financial statements were available to be issued.

3. Investments

All investment information disclosed in the accompanying financial statements and schedules, including investments held and the adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2009 and 2008, and net appreciation or depreciation in the fair value of investments and interest and dividends for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

During 2009 and 2008, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

	Years Ended December 31,	
	2009	2008
Mutual funds and common stock	\$ 26,436,512	\$ (62,425,750)
United Industrial Corporation common stock fund	—	55
	\$ 26,436,512	\$ (62,425,695)

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31,	
	2009	2008
Fidelity Managed Income Portfolio II *	\$ 25,489,243	\$ 29,717,767
Spartan 500 Index Fund	22,173,096	19,210,607
Fidelity Contrafund	22,640,970	18,619,010
Fidelity Retirement Government Money Market Fund	11,274,066	14,651,491
Davis NY Venture Y	10,735,937	9,118,975
Fidelity Diversified International Fund	10,679,005	8,593,902
Fidelity Low Priced Stock Fund	8,880,339	**

* The amount represents contract value for this investment; fair value at December 31, 2009 and 2008 was \$25,172,968 and \$28,558,839, respectively.

** Investment less than 5%.

4. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

5. Related Party Transactions

The Plan holds mutual funds managed by Fidelity Management Trust Company, the trustee of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated October 2, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and therefore the related trust is exempt from taxation. Subsequent to this

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. However, the plan administrator believes that the Plan has been designed to comply with the requirement of the Code and has indicated that it will take the necessary steps, if any, to bring the Plan's operations and/or document into compliance with the Code. The Plan sponsor has submitted, but not yet received, a request for a new determination letter.

7. Fair Value Measurements

Fair value is defined as 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 (i.e., an exit price). The assumptions that market participants would use in pricing the asset or liability (the "inputs") are prioritized into a three-tier fair value hierarchy. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include quoted prices for similar assets and liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest-level input that is significant to the fair value measure in its entirety.

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value.

December 31, 2009				
	Level 1	Level 2	Level 3	Total
Equity securities:				
Domestic	\$ 35,755,812	\$ —	\$ —	\$ 35,755,812
International	10,679,005	—	—	10,679,005
Domestic-international blend	36,933,401	—	—	36,933,401
Equity and debt securities blend:				
Domestic-international blend	29,124,989	—	—	29,124,989
Debt securities blend:				
Domestic-international blend	7,109,256	25,172,968	—	32,282,224
Cash and money market fund	12,108,581	—	—	12,108,581
Participant notes receivable	—	2,713,896	—	2,713,896
Total assets	<u>\$ 131,711,044</u>	<u>\$ 27,886,864</u>	<u>\$ —</u>	<u>\$ 159,597,908</u>
December 31, 2008				
Equity securities:				
Domestic	\$ 29,359,918	\$ —	\$ —	\$ 29,359,918
International	8,593,902	—	—	8,593,902
Domestic-international blend	29,153,198	—	—	29,153,198
Equity and debt securities blend:				
Domestic-international blend	24,672,948	—	—	24,672,948
Debt securities blend:				
Domestic-international blend	6,054,595	28,558,839	—	34,613,434
Cash and money market fund	15,387,065	—	—	15,387,065
Participant notes receivable	—	2,644,874	—	2,644,874
Total assets	<u>\$ 113,221,626</u>	<u>\$ 31,203,713</u>	<u>\$ —</u>	<u>\$ 144,425,339</u>

Mutual funds consist of groups of investments, which may include equity securities, debt securities or other mutual funds. The investments are valued primarily using quoted market prices in active markets (Level 1) and significant other observable inputs (Level 2), but the mutual funds themselves are quoted in an active market, and as a result, they are considered Level 1 investments.

The commingled pool is a stable value fund that invests in various types of investments, including corporate and government bonds, asset and mortgage backed securities, futures

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

contracts, swap agreements and fully benefit-responsive wrap contracts. Because this investment is made up of observable inputs, but it is not quoted on an active market itself, it is a Level 2 investment.

The money market fund is quoted on an active market, although it is limited to institutional investors and retirement plan investors, and is a Level 1 investment. Common stock is quoted on an active market and is also a Level 1 investment.

Participant notes receivable are valued at the outstanding principal balance plus accrued interest, considering actual loan defaults. The current market interest rate of the loans approximates the historical issued interest rate, and the loan balance using the historical rates approximates fair value. These interest rates are objective amounts which are observable, but which are not based on quoted prices in active markets, and are therefore a Level 2 investment.

8. Reconciliation of Financial Statements to Form 5500

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

	December 31,	
	2009	2008
Net Assets available for benefits per the financial statements	\$ 159,914,183	\$ 145,584,267
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(316,275)	(1,158,928)
Net assets available for benefits per Form 5500	<u>\$ 159,597,908</u>	<u>\$ 144,425,339</u>

9. Subsequent Event

Effective April 7, 2010, the Plan was terminated and all participants' balances in the Plan at 4 p.m. on April 6, 2010 were transferred into the Textron Savings Plan.

Supplemental Schedule

UIC 401(k) Retirement Savings Plan
 EIN No.: 95-2081809 Plan No.: 002
 Schedule H, Line 4i, Schedule of Assets
 (Held at End of Year)
 December 31, 2009

Identity of Issue	Description of Investments, Including Rate of Interest and Number of Shares or Units	Current Value
Alger Mid Cap Growth Fund	\$ 573,800	\$ 6,845,432
Janus Balance Fund	178,379	4,377,412
Janus Research Fund	134,980	3,297,554
Allianz NFJ Dividend Value Instl	73,020	761,599
Royce Value Plus Fund	85,688	969,129
Wells Fargo Advantage Mid Cap Dis Inv	21,660	383,810
Lord Abbett Small-Cap Value Fund Class A	213,055	5,607,618
Davis NY Venture Y	343,111	10,735,937
Fidelity Contrafund *	388,486	22,640,970
Fidelity Investment Grade Bond Fund *	1,009,838	7,109,256
Fidelity Low Priced Stock Fund *	278,032	8,880,339
Fidelity Diversified International Fund *	381,393	10,679,005
Fidelity Retirement Government Money Market Fund *	11,274,066	11,274,066
Fidelity Managed Income Portfolio II *	25,489,243	25,172,968

UIC 401(k) Retirement Savings Plan

EIN No.: 95-2081809 Plan No.: 002

Schedule H, Line 4i, Schedule of Assets

(Held at End of Year) (continued)

Identity of Issue	Description of Investments, Including Rate of Interest and Number of Shares or Units	Current Value
Spartan 500 Index Fund *	\$ 562,341	\$ 22,173,096
Fidelity Freedom Income Fund *	115,240	1,237,681
Fidelity Freedom 2000 Fund *	28,269	320,849
Fidelity Freedom 2005 Fund *	2,834	28,427
Fidelity Freedom 2010 Fund *	116,904	1,462,464
Fidelity Freedom 2015 Fund *	64,387	670,911
Fidelity Freedom 2020 Fund *	293,576	3,684,385
Fidelity Freedom 2025 Fund *	164,006	1,704,024
Fidelity Freedom 2030 Fund *	185,249	2,295,230
Fidelity Freedom 2035 Fund *	56,572	580,433

UIC 401(k) Retirement Savings Plan

EIN No.: 95-2081809 Plan No.: 002

Schedule H, Line 4i, Schedule of Assets

(Held at End of Year) (continued)

Fidelity Freedom 2040 Fund *	165,445	1,184,589
Fidelity Freedom 2045 Fund *	50,861	430,797
Fidelity Freedom 2050 Fund *	49,323	411,850
Self-directed brokerage accounts	1,964,181	1,964,181
Participant notes receivable		2,713,896
		<hr/>
		\$ 159,597,908
		<hr/>

* Indicates party-in-interest to the Plan as defined by ERISA.

Cost information has not been included because all investments are participant directed.

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

UIC 401(k) Retirement Savings Plan
Years Ended December 31, 2009 and 2008
With Report of Independent Auditors

UIC 401(k) Retirement Savings Plan

Financial Statements
and Supplemental Schedule

Years Ended December 31, 2009 and 2008

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Report of Independent Auditors

Textron Inc.
Plan Sponsor
UIC 401(k) Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of UIC 401(k) Retirement Savings 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 (held at end of year) 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 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 by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such 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. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008 that the information provided to the plan administrator by the trustee is complete and accurate.

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 investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

October 4, 2010

UIC 401(k) Retirement Savings Plan
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UIC 401(k) Retirement Savings Plan
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 Deductions		
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UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

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The following description of the UIC 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan. The purpose of the Plan is to encourage employees to save regularly and to provide them additional funds upon their retirement. Through July 16, 2008, United Industrial Corporation was the named fiduciary, which controlled and managed the operations of the Plan, and the UIC 401(k) Retirement Savings Plan Administrative Committee was the plan administrator. Beginning on July 16, 2008, Textron Inc. (the Company or Employer) became the plan sponsor, fiduciary and plan administrator. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

On December 31, 2008, the Plan was frozen to new participants and contributions. Effective April 7, 2010, the Plan was terminated as discussed in Note 9.

Eligibility

Prior to December 31, 2008, full-time employees were eligible to participate in the Plan at any time following attainment of age eighteen. Part-time employees who had attained the age of eighteen were eligible to participate in the Plan upon completion of 1,000 hours of service during their first twelve months of employment. Effective December 31, 2008, no new participants are allowed in the Plan.

Investment Options

Plan participants may direct their elective contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds, self-directed brokerage accounts and a stable value fund as investment options for participants.

Contributions

Effective December 31, 2008, no further contributions or rollovers are allowed into the Plan, other than adjustments to correct prior period amounts. Prior to December 31, 2008, participating employees contributed to the Plan on a pre-tax basis through payroll deductions, in amounts of at least 1% up to such percentage as determined by the Employer from time to time (but in no event in excess of the annual Internal Revenue Service (IRS) limit). In addition, participating employees who turned fifty years of age or older in any calendar year could elect to make catch-up contributions to the Plan up to the annual IRS limit. Participants could also contribute amounts representing distributions from other qualified defined benefit or defined

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

contribution plans. These amounts were credited to each participant's elective contribution account and rollover contribution account, respectively.

Employer matching contributions were based on the participants' years of service as of January 1 of the plan year in which Employer matching contributions were made, in an amount equal to a percentage of compensation contributed as salary reduction contributions, up to a maximum range between 3% and 8% (subject to the maximum percentage of compensation permitted by the Plan). Employer matching contributions are not made with respect to catch-up contributions.

Forfeitures of the non-vested portion of the participant's matching contribution account occur upon termination of employment and after the vested portion of such an account has been distributed to the participants. Forfeitures are first used to pay any expenses payable by the Plan for the plan year and then used to reduce the Employer's contribution. At December 31, 2009 and 2008, accumulated forfeited non-vested accounts totaled \$27,708 and \$21,243, respectively.

Vesting

Participants are fully vested in Employer and participants' contributions plus earnings.

Benefit Payments

Upon termination of service or attainment of 59-1/2 years of age, participants may elect to receive a lump-sum distribution equal to their vested account balance. Participants may also receive hardship withdrawals, subject to certain restrictions as defined in the plan document. A participant's beneficiary is entitled to a lump-sum distribution of the participant's vested account balance, if not yet distributed to the participant, following the participant's death. If the value of a participant's vested account balance is \$1,000 or less, such benefit will be automatically distributed following the participant's termination of service.

Participant Loans

Participants may borrow from their plan accounts up to 50% of their vested account balance subject to a minimum of \$1,000 and a maximum of \$50,000 (reduced by outstanding loan amounts). The loans are secured by the balance in the participant's account and bear interest at a rate determined by the plan administrator, which ranged from 5.25% to 11.0% at December 31, 2009. Principal and interest are paid ratably through payroll deductions to the participant's account and must be repaid over a period not to exceed sixty months, except in the case of loans incurred for the purchase of a primary residence, where the term may be up to fifteen years. As of March 1, 2007, participants are only allowed to have one loan outstanding. Any participants that held more than one loan at March 1, 2007 were able to carry those loans until maturity.

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Participant Accounts

Each participant's account is credited with the participant's contributions, the Employer's contributions, and an allocation of investment income or loss based on account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Prior to December 31, 2008, the Plan provided for automatic enrollment of employees. Under this provision, each employee who satisfied the eligibility requirements would be automatically enrolled and have an amount equal to 3% of his or her compensation automatically deferred unless the employee affirmatively elected a different elective deferral contribution percentage (including a zero percent election) or waived the automatic enrollment.

Plan Termination

The Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA.

2. Significant Accounting Policies

Basis of Accounting

The financial statements are prepared on the accrual basis of accounting.

Payment of Benefits

Benefits are recorded when paid.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined as 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 (an exit price). See Note 7 for further 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.

Fully Benefit-Responsive Investment Contracts

The Fidelity Managed Income Portfolio II (Stable Value) is a commingled pool that invests in fully benefit-responsive investment contracts. These contracts are recorded at fair value (see

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Note 7); however, since these contracts are fully benefit-responsive, an adjustment is reflected in the statements of net assets available for benefits to present these investments at contract value. Contract value is the relevant measurement 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 contract value represents contributions plus earnings, less participant withdrawals and administrative expenses.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Administrative Expenses

All Plan expenses, except those directly associated with loan fees, are paid by the Company.

Subsequent Events

Management evaluated subsequent events for the Plan through October 4, 2010, the date the financial statements were available to be issued.

3. Investments

All investment information disclosed in the accompanying financial statements and schedules, including investments held and the adjustment from fair value to contract value for fully benefit-responsive investment contracts at December 31, 2009 and 2008, and net appreciation or depreciation in the fair value of investments and interest and dividends for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

During 2009 and 2008, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

	Years Ended December 31,	
	2009	2008
Mutual funds and common stock	\$ 26,436,512	\$ (62,425,750)
United Industrial Corporation common stock fund	—	55
	\$ 26,436,512	\$ (62,425,695)

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Investments that represent 5% or more of the Plan's net assets available for benefits are as follows:

	December 31,	
	2009	2008
Fidelity Managed Income Portfolio II *	\$ 25,489,243	\$ 29,717,767
Spartan 500 Index Fund	22,173,096	19,210,607
Fidelity Contrafund	22,640,970	18,619,010
Fidelity Retirement Government Money Market Fund	11,274,066	14,651,491
Davis NY Venture Y	10,735,937	9,118,975
Fidelity Diversified International Fund	10,679,005	8,593,902
Fidelity Low Priced Stock Fund	8,880,339	**

* The amount represents contract value for this investment; fair value at December 31, 2009 and 2008 was \$25,172,968 and \$28,558,839, respectively.

** Investment less than 5%.

4. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

5. Related Party Transactions

The Plan holds mutual funds managed by Fidelity Management Trust Company, the trustee of the Plan. These transactions qualify as party-in-interest transactions; however, they are exempt from the prohibited transactions rules under ERISA.

6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated October 2, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and therefore the related trust is exempt from taxation. Subsequent to this

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
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determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. However, the plan administrator believes that the Plan has been designed to comply with the requirement of the Code and has indicated that it will take the necessary steps, if any, to bring the Plan's operations and/or document into compliance with the Code. The Plan sponsor has submitted, but not yet received, a request for a new determination letter.

7. Fair Value Measurements

Fair value is defined as 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 (i.e., an exit price). The assumptions that market participants would use in pricing the asset or liability (the "inputs") are prioritized into a three-tier fair value hierarchy. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include quoted prices for similar assets and liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest-level input that is significant to the fair value measure in its entirety.

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value.

December 31, 2009				
	Level 1	Level 2	Level 3	Total
Equity securities:				
Domestic	\$ 35,755,812	\$ —	\$ —	\$ 35,755,812
International	10,679,005	—	—	10,679,005
Domestic-international blend	36,933,401	—	—	36,933,401
Equity and debt securities blend:				
Domestic-international blend	29,124,989	—	—	29,124,989
Debt securities blend:				
Domestic-international blend	7,109,256	25,172,968	—	32,282,224
Cash and money market fund	12,108,581	—	—	12,108,581
Participant notes receivable	—	2,713,896	—	2,713,896
Total assets	<u>\$ 131,711,044</u>	<u>\$ 27,886,864</u>	<u>\$ —</u>	<u>\$ 159,597,908</u>
December 31, 2008				
Equity securities:				
Domestic	\$ 29,359,918	\$ —	\$ —	\$ 29,359,918
International	8,593,902	—	—	8,593,902
Domestic-international blend	29,153,198	—	—	29,153,198
Equity and debt securities blend:				
Domestic-international blend	24,672,948	—	—	24,672,948
Debt securities blend:				
Domestic-international blend	6,054,595	28,558,839	—	34,613,434
Cash and money market fund	15,387,065	—	—	15,387,065
Participant notes receivable	—	2,644,874	—	2,644,874
Total assets	<u>\$ 113,221,626</u>	<u>\$ 31,203,713</u>	<u>\$ —</u>	<u>\$ 144,425,339</u>

Mutual funds consist of groups of investments, which may include equity securities, debt securities or other mutual funds. The investments are valued primarily using quoted market prices in active markets (Level 1) and significant other observable inputs (Level 2), but the mutual funds themselves are quoted in an active market, and as a result, they are considered Level 1 investments.

The commingled pool is a stable value fund that invests in various types of investments, including corporate and government bonds, asset and mortgage backed securities, futures

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

contracts, swap agreements and fully benefit-responsive wrap contracts. Because this investment is made up of observable inputs, but it is not quoted on an active market itself, it is a Level 2 investment.

The money market fund is quoted on an active market, although it is limited to institutional investors and retirement plan investors, and is a Level 1 investment. Common stock is quoted on an active market and is also a Level 1 investment.

Participant notes receivable are valued at the outstanding principal balance plus accrued interest, considering actual loan defaults. The current market interest rate of the loans approximates the historical issued interest rate, and the loan balance using the historical rates approximates fair value. These interest rates are objective amounts which are observable, but which are not based on quoted prices in active markets, and are therefore a Level 2 investment.

8. Reconciliation of Financial Statements to Form 5500

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

	December 31,	
	2009	2008
Net Assets available for benefits per the financial statements	\$ 159,914,183	\$ 145,584,267
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(316,275)	(1,158,928)
Net assets available for benefits per Form 5500	<u>\$ 159,597,908</u>	<u>\$ 144,425,339</u>

9. Subsequent Event

Effective April 7, 2010, the Plan was terminated and all participants' balances in the Plan at 4 p.m. on April 6, 2010 were transferred into the Textron Savings Plan.

Supplemental Schedule

UIC 401(k) Retirement Savings Plan
 EIN No.: 95-2081809 Plan No.: 002
 Schedule H, Line 4i, Schedule of Assets
 (Held at End of Year)
 December 31, 2009

Identity of Issue	Description of Investments, Including Rate of Interest and Number of Shares or Units	Current Value
Alger Mid Cap Growth Fund	\$ 573,800	\$ 6,845,432
Janus Balance Fund	178,379	4,377,412
Janus Research Fund	134,980	3,297,554
Allianz NFJ Dividend Value Instl	73,020	761,599
Royce Value Plus Fund	85,688	969,129
Wells Fargo Advantage Mid Cap Dis Inv	21,660	383,810
Lord Abbett Small-Cap Value Fund Class A	213,055	5,607,618
Davis NY Venture Y	343,111	10,735,937
Fidelity Contrafund *	388,486	22,640,970
Fidelity Investment Grade Bond Fund *	1,009,838	7,109,256
Fidelity Low Priced Stock Fund *	278,032	8,880,339
Fidelity Diversified International Fund *	381,393	10,679,005
Fidelity Retirement Government Money Market Fund *	11,274,066	11,274,066
Fidelity Managed Income Portfolio II *	25,489,243	25,172,968

UIC 401(k) Retirement Savings Plan

EIN No.: 95-2081809 Plan No.: 002

Schedule H, Line 4i, Schedule of Assets

(Held at End of Year) (continued)

Identity of Issue	Description of Investments, Including Rate of Interest and Number of Shares or Units	Current Value
Spartan 500 Index Fund *	\$ 562,341	\$ 22,173,096
Fidelity Freedom Income Fund *	115,240	1,237,681
Fidelity Freedom 2000 Fund *	28,269	320,849
Fidelity Freedom 2005 Fund *	2,834	28,427
Fidelity Freedom 2010 Fund *	116,904	1,462,464
Fidelity Freedom 2015 Fund *	64,387	670,911
Fidelity Freedom 2020 Fund *	293,576	3,684,385
Fidelity Freedom 2025 Fund *	164,006	1,704,024
Fidelity Freedom 2030 Fund *	185,249	2,295,230
Fidelity Freedom 2035 Fund *	56,572	580,433

UIC 401(k) Retirement Savings Plan

EIN No.: 95-2081809 Plan No.: 002

Schedule H, Line 4i, Schedule of Assets

(Held at End of Year) (continued)

Fidelity Freedom 2040 Fund *	165,445	1,184,589
Fidelity Freedom 2045 Fund *	50,861	430,797
Fidelity Freedom 2050 Fund *	49,323	411,850
Self-directed brokerage accounts	1,964,181	1,964,181
Participant notes receivable		2,713,896
		<hr/>
		\$ 159,597,908
		<hr/>

* Indicates party-in-interest to the Plan as defined by ERISA.

Cost information has not been included because all investments are participant directed.

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE

UIC 401(k) Retirement Savings Plan
Years Ended December 31, 2009 and 2008
With Report of Independent Auditors

UIC 401(k) Retirement Savings Plan

Financial Statements
and Supplemental Schedule

Years Ended December 31, 2009 and 2008

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Report of Independent Auditors

Textron Inc.
Plan Sponsor
UIC 401(k) Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of UIC 401(k) Retirement Savings 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 (held at end of year) 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 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 by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such 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. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008 that the information provided to the plan administrator by the trustee is complete and accurate.

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 investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

October 4, 2010

UIC 401(k) Retirement Savings Plan
Statements of Net Assets Available for Benefits

	December 31,	
	2009	2008
Assets		
Investments, at fair value	\$159,597,908	\$144,425,339
Total investments at fair value	159,597,908	144,425,339
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	316,275	1,158,928
Net assets available for benefits	\$159,914,183	\$145,584,267

See accompanying notes.

UIC 401(k) Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits

	For the Years Ended December 31,	
	2009	2008
Additions		
Net appreciation (depreciation) in fair value of investments	\$ 26,436,512	\$ (62,425,695)
Interest and dividends	2,384,143	5,348,124
	<u>28,820,655</u>	<u>(57,077,571)</u>
 Contributions:		
Participants	6,801	14,264,979
Employer	5,479	6,640,195
Rollover	14,754	1,003,509
	<u>27,034</u>	<u>21,908,683</u>
 Total additions, net of investment income (loss)	<u>28,847,689</u>	<u>(35,168,888)</u>
 Deductions		
Benefits payments	14,503,962	17,477,165
Administrative expenses	13,811	15,957
Total deductions	<u>14,517,773</u>	<u>17,493,122</u>
 Net increase (decrease)	<u>14,329,916</u>	<u>(52,662,010)</u>
 Net assets available for benefits:		
Beginning of year	145,584,267	198,246,277
End of year	<u>\$ 159,914,183</u>	<u>\$ 145,584,267</u>

See accompanying notes.

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

1. Description of Plan

The following description of the UIC 401(k) Retirement Savings Plan (the Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan. The purpose of the Plan is to encourage employees to save regularly and to provide them additional funds upon their retirement. Through July 16, 2008, United Industrial Corporation was the named fiduciary, which controlled and managed the operations of the Plan, and the UIC 401(k) Retirement Savings Plan Administrative Committee was the plan administrator. Beginning on July 16, 2008, Textron Inc. (the Company or Employer) became the plan sponsor, fiduciary and plan administrator. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

On December 31, 2008, the Plan was frozen to new participants and contributions. Effective April 7, 2010, the Plan was terminated as discussed in Note 9.

Eligibility

Prior to December 31, 2008, full-time employees were eligible to participate in the Plan at any time following attainment of age eighteen. Part-time employees who had attained the age of eighteen were eligible to participate in the Plan upon completion of 1,000 hours of service during their first twelve months of employment. Effective December 31, 2008, no new participants are allowed in the Plan.

Investment Options

Plan participants may direct their elective contributions into various investment options offered by the Plan. The Plan currently offers various mutual funds, self-directed brokerage accounts and a stable value fund as investment options for participants.

Contributions

Effective December 31, 2008, no further contributions or rollovers are allowed into the Plan, other than adjustments to correct prior period amounts. Prior to December 31, 2008, participating employees contributed to the Plan on a pre-tax basis through payroll deductions, in amounts of at least 1% up to such percentage as determined by the Employer from time to time (but in no event in excess of the annual Internal Revenue Service (IRS) limit). In addition, participating employees who turned fifty years of age or older in any calendar year could elect to make catch-up contributions to the Plan up to the annual IRS limit. Participants could also contribute amounts representing distributions from other qualified defined benefit or defined

UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

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Employer matching contributions were based on the participants' years of service as of January 1 of the plan year in which Employer matching contributions were made, in an amount equal to a percentage of compensation contributed as salary reduction contributions, up to a maximum range between 3% and 8% (subject to the maximum percentage of compensation permitted by the Plan). Employer matching contributions are not made with respect to catch-up contributions.

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Vesting

Participants are fully vested in Employer and participants' contributions plus earnings.

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UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

Participant Accounts

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Plan Termination

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UIC 401(k) Retirement Savings Plan
Notes to Financial Statements
December 31, 2009 and 2008

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3. Investments

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During 2009 and 2008, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

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UIC 401(k) Retirement Savings Plan
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6. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated October 2, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and therefore the related trust is exempt from taxation. Subsequent to this

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determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. However, the plan administrator believes that the Plan has been designed to comply with the requirement of the Code and has indicated that it will take the necessary steps, if any, to bring the Plan's operations and/or document into compliance with the Code. The Plan sponsor has submitted, but not yet received, a request for a new determination letter.

7. Fair Value Measurements

Fair value is defined as 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 (i.e., an exit price). The assumptions that market participants would use in pricing the asset or liability (the "inputs") are prioritized into a three-tier fair value hierarchy. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include quoted prices for similar assets and liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk.

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest-level input that is significant to the fair value measure in its entirety.

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The following table sets forth by level, within the fair value hierarchy, the Plan's assets carried at fair value.

December 31, 2009				
	Level 1	Level 2	Level 3	Total
Equity securities:				
Domestic	\$ 35,755,812	\$ —	\$ —	\$ 35,755,812
International	10,679,005	—	—	10,679,005
Domestic-international blend	36,933,401	—	—	36,933,401
Equity and debt securities blend:				
Domestic-international blend	29,124,989	—	—	29,124,989
Debt securities blend:				
Domestic-international blend	7,109,256	25,172,968	—	32,282,224
Cash and money market fund	12,108,581	—	—	12,108,581
Participant notes receivable	—	2,713,896	—	2,713,896
Total assets	<u>\$ 131,711,044</u>	<u>\$ 27,886,864</u>	<u>\$ —</u>	<u>\$ 159,597,908</u>
December 31, 2008				
Equity securities:				
Domestic	\$ 29,359,918	\$ —	\$ —	\$ 29,359,918
International	8,593,902	—	—	8,593,902
Domestic-international blend	29,153,198	—	—	29,153,198
Equity and debt securities blend:				
Domestic-international blend	24,672,948	—	—	24,672,948
Debt securities blend:				
Domestic-international blend	6,054,595	28,558,839	—	34,613,434
Cash and money market fund	15,387,065	—	—	15,387,065
Participant notes receivable	—	2,644,874	—	2,644,874
Total assets	<u>\$ 113,221,626</u>	<u>\$ 31,203,713</u>	<u>\$ —</u>	<u>\$ 144,425,339</u>

Mutual funds consist of groups of investments, which may include equity securities, debt securities or other mutual funds. The investments are valued primarily using quoted market prices in active markets (Level 1) and significant other observable inputs (Level 2), but the mutual funds themselves are quoted in an active market, and as a result, they are considered Level 1 investments.

The commingled pool is a stable value fund that invests in various types of investments, including corporate and government bonds, asset and mortgage backed securities, futures

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contracts, swap agreements and fully benefit-responsive wrap contracts. Because this investment is made up of observable inputs, but it is not quoted on an active market itself, it is a Level 2 investment.

The money market fund is quoted on an active market, although it is limited to institutional investors and retirement plan investors, and is a Level 1 investment. Common stock is quoted on an active market and is also a Level 1 investment.

Participant notes receivable are valued at the outstanding principal balance plus accrued interest, considering actual loan defaults. The current market interest rate of the loans approximates the historical issued interest rate, and the loan balance using the historical rates approximates fair value. These interest rates are objective amounts which are observable, but which are not based on quoted prices in active markets, and are therefore a Level 2 investment.

8. Reconciliation of Financial Statements to Form 5500

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

	December 31,	
	2009	2008
Net Assets available for benefits per the financial statements	\$ 159,914,183	\$ 145,584,267
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(316,275)	(1,158,928)
Net assets available for benefits per Form 5500	<u>\$ 159,597,908</u>	<u>\$ 144,425,339</u>

9. Subsequent Event

Effective April 7, 2010, the Plan was terminated and all participants' balances in the Plan at 4 p.m. on April 6, 2010 were transferred into the Textron Savings Plan.

Supplemental Schedule

UIC 401(k) Retirement Savings Plan
 EIN No.: 95-2081809 Plan No.: 002
 Schedule H, Line 4i, Schedule of Assets
 (Held at End of Year)
 December 31, 2009

Identity of Issue	Description of Investments, Including Rate of Interest and Number of Shares or Units	Current Value
Alger Mid Cap Growth Fund	\$ 573,800	\$ 6,845,432
Janus Balance Fund	178,379	4,377,412
Janus Research Fund	134,980	3,297,554
Allianz NFJ Dividend Value Instl	73,020	761,599
Royce Value Plus Fund	85,688	969,129
Wells Fargo Advantage Mid Cap Dis Inv	21,660	383,810
Lord Abbett Small-Cap Value Fund Class A	213,055	5,607,618
Davis NY Venture Y	343,111	10,735,937
Fidelity Contrafund *	388,486	22,640,970
Fidelity Investment Grade Bond Fund *	1,009,838	7,109,256
Fidelity Low Priced Stock Fund *	278,032	8,880,339
Fidelity Diversified International Fund *	381,393	10,679,005
Fidelity Retirement Government Money Market Fund *	11,274,066	11,274,066
Fidelity Managed Income Portfolio II *	25,489,243	25,172,968

UIC 401(k) Retirement Savings Plan

EIN No.: 95-2081809 Plan No.: 002

Schedule H, Line 4i, Schedule of Assets

(Held at End of Year) (continued)

Identity of Issue	Description of Investments, Including Rate of Interest and Number of Shares or Units	Current Value
Spartan 500 Index Fund *	\$ 562,341	\$ 22,173,096
Fidelity Freedom Income Fund *	115,240	1,237,681
Fidelity Freedom 2000 Fund *	28,269	320,849
Fidelity Freedom 2005 Fund *	2,834	28,427
Fidelity Freedom 2010 Fund *	116,904	1,462,464
Fidelity Freedom 2015 Fund *	64,387	670,911
Fidelity Freedom 2020 Fund *	293,576	3,684,385
Fidelity Freedom 2025 Fund *	164,006	1,704,024
Fidelity Freedom 2030 Fund *	185,249	2,295,230
Fidelity Freedom 2035 Fund *	56,572	580,433

UIC 401(k) Retirement Savings Plan

EIN No.: 95-2081809 Plan No.: 002

Schedule H, Line 4i, Schedule of Assets

(Held at End of Year) (continued)

Fidelity Freedom 2040 Fund *	165,445	1,184,589
Fidelity Freedom 2045 Fund *	50,861	430,797
Fidelity Freedom 2050 Fund *	49,323	411,850
Self-directed brokerage accounts	1,964,181	1,964,181
Participant notes receivable		2,713,896
		<hr/>
		\$ 159,597,908
		<hr/>

* Indicates party-in-interest to the Plan as defined by ERISA.

Cost information has not been included because all investments are participant directed.