

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☒ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>ATLANTIC INERTIAL SYSTEMS INC. 401(K) RETIREMENT SAVINGS PLAN</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%;">1b Three-digit plan number (PN) ▶</td> <td style="width:20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>08/20/2007</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>08/20/2007</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>08/20/2007</u>					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>ATLANTIC INERTIAL SYSTEMS INC.</u> <u>250 KNOTTER DRIVE</u> <u>CHESHIRE, CT 06410</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>95-2479942</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>203-250-3692</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>334500</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>95-2479942</u>	2c Sponsor's telephone number <u>203-250-3692</u>	2d Business code (see instructions) <u>334500</u>	
2b Employer Identification Number (EIN) <u>95-2479942</u>					
2c Sponsor's telephone number <u>203-250-3692</u>					
2d Business code (see instructions) <u>334500</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/30/2011	GRACE WILSON
	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") ATLANTIC INERTIAL SYSTEMS INC. 250 KNOTTER DRIVE CHESHIRE, CT 06410	3b Administrator's EIN 95-2479942 3c Administrator's telephone number 203-250-3692
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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	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	579
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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 2R 2F 2T

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

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan ATLANTIC INERTIAL SYSTEMS INC. 401(K) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ATLANTIC INERTIAL SYSTEMS INC.	D Employer Identification Number (EIN) 95-2479942	

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
AMERICAN CENTURY INVESTMENTS
44-6006315

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
AMERICAN FUNDS
95-1411037

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
ARTISAN
39-1811840

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
DODGE & COX
94-1441976

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

FIDELITY INVESTMENTS

06-1194217

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

LORD ABBETT

13-5620131

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

T. ROWE PRICE

52-2264646

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

VANGUARD

23-1945930

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

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

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

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

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

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

WELLS FARGO INVESTMENTS, LLC

625 MARQUETTE SO
13TH FLOOR
MINNEAPOLIS, MN 55402

(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?
33 65 71 72	BROKERAGE PR	70	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WELLS FARGO BANK, N.A.

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 19 21 37 38 50 59 60 62 63	SERVICE PROVIDER	1950	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 ☐

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone: <div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div>

Explanation:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2010</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan ATLANTIC INERTIAL SYSTEMS INC. 401(K) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ATLANTIC INERTIAL SYSTEMS INC.	D Employer Identification Number (EIN) 95-2479942	

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: WELLS FARGO COLL STABLE RETURN N3			
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.			
c EIN-PN 80-6052574-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
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
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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
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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
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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
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning **01/01/2010** and ending **12/31/2010**

A Name of plan ATLANTIC INERTIAL SYSTEMS INC. 401(K) RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ATLANTIC INERTIAL SYSTEMS INC.	D Employer Identification Number (EIN) 95-2479942	

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)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1122799	0
(9) Value of interest in common/collective trusts.....	1c(9)	18035274	0
(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)	30980401	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	147182	0

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	50285656	0

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	50285656	0
---	-----------	----------	---

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2442838	
(B) Participants	2a(1)(B)	2316345	
(C) Others (including rollovers)	2a(1)(C)	14430	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4773613
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	63276	
(F) Other	2b(1)(F)	22605	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		85881
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	491257	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		491257
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		521907
(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)		4112688
c Other income.....	2c		70
d Total income. Add all income amounts in column (b) and enter total.....	2d		9985416

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3700120	
(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)		3700120
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1950	
(4) Other	2i(4)	70	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2020
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3702140

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		6283276
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		56568932

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: KOSTIN, RUFFKESS & COMPANY, LLC

(2) EIN: 06-0754920

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		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
GOODRICH CORPORATION EMPLOYEES SAVINGS PLAN	34-0252680	002

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 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan <u>ATLANTIC INERTIAL SYSTEMS INC. 401(K) RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ATLANTIC INERTIAL SYSTEMS INC.</u>	D Employer Identification Number (EIN) <u>95-2479942</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents)

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

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

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**ATLANTIC INERTIAL SYSTEMS INC. 401(k)
RETIREMENT SAVINGS PLAN**

**Financial Statements and
Supplemental Schedule**

December 31, 2010 and 2009



**KOSTIN,
RUFFKESS
& COMPANY, LLC**

Business Advisors and Certified Public Accountants

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN
Financial Statements and Supplemental Schedule
December 31, 2010

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Note: Additional supplemental schedule required by Section 2520-103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted from the financial statements because they are not applicable.



Business Advisors and Certified Public Accountants

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Springfield, MA

Pond View Corporate Center
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Farmington, CT 06032

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Fax: (860) 678-6110
Web: www.kostin.com

INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of the
Atlantic Inertial Systems Inc. 401(k) Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Atlantic Inertial Systems Inc. 401(k) Retirement Savings Plan (the "Plan") as of December 31, 2010 and 2009 and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010. 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 information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., 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 December 31, 2010 and 2009, and for the year ended December 31, 2010, 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 information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As discussed in Note 1, effective December 31, 2010, the Plan merged with, and into, the Goodrich Corporation Employees' Savings Plan.

Kostin, Ruffkess & Company, LLC
Farmington, Connecticut
September 2, 2011

Members of:

Leading Edge Alliance • Kreston International • American Institute of Certified Public Accountants • Private Companies Practice Section • Connecticut Society of Certified Public Accountants
An Equal Opportunity Employer

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
Assets		
Investments at fair value	<u>\$ 55,769,426</u>	<u>\$ 49,199,416</u>
Receivables:		
Employer contributions	430,963	1,085,220
Participant contributions	--	37,355
Notes receivable from participants	<u>1,234,986</u>	<u>1,122,799</u>
Total receivables	<u>1,665,949</u>	<u>2,245,374</u>
Net assets reflecting investments at fair value	57,435,375	51,444,790
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(435,480)</u>	<u>(36,559)</u>
Net assets available for benefits	<u>\$ 56,999,895</u>	<u>\$ 51,408,231</u>

The accompanying notes are an integral part of the financial statements

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN
Statement of Changes in Net Assets Available for Benefits
For The Year Ended December 31, 2010

Additions:

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 4,641,036
Dividends and interest	<u>513,944</u>

Total investment income	<u>5,154,980</u>
-------------------------	------------------

Interest income on notes receivable from participants	<u>63,276</u>
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Contributions:

Employer	1,788,581
Participant	2,278,992
Rollover	<u>14,430</u>

Total contributions	<u>4,082,003</u>
---------------------	------------------

Total additions	<u>9,300,259</u>
-----------------	------------------

Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	3,700,120
Change in forfeiture reserve, net	6,455
Transaction fees	<u>2,020</u>

Total deductions	<u>3,708,595</u>
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Net increase	5,591,664
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Net assets available for benefits:

Beginning of year	<u>51,408,231</u>
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End of year	<u>\$ 56,999,895</u>
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The accompanying notes are an integral part of the financial statements

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 1 - Description of the Plan:

The following description of the Atlantic Inertial Systems Inc. 401(k) Retirement Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

Effective December 31, 2010, the Plan was merged into the Goodrich Corporation Employees' Savings Plan ("Goodrich Plan"). Upon the effective time of the merger, the assets of the Plan were held in trust with Wells Fargo Bank, N.A. ("Wells Fargo") serving as trustee (the "AIS Plan Trust") (see Note 10 - Reconciliation of Financial Statements to Form 5500 and Note 11 - Subsequent Event).

General

The Plan is a defined contribution plan established effective August 20, 2007, and most recently amended on October 23, 2009. Non-union employees of Atlantic Inertial Systems Inc. (the "Company") become eligible to participate on the day the participant becomes an active employee. Employees represented by the IAM Lodge 1249, Local 26 and the International Union of Journeymen & Allied Trades become eligible to participate upon completion of the lesser of 1 year of service and 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

During 2010, the American Funds Europacific Growth (R6), and the American Funds Growth Fund of America (R6) were added as investment options. The American Century Income and Growth (Institutional) Fund, the American Funds Growth Fund of America (R5), and the American Funds Europacific Growth (R5) were eliminated as investment options.

Contributions

Participants may contribute an amount not less than 1% but not more than 25% of their compensation, as defined in the Plan agreement, for the contribution period. Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a common/collective trust, various mutual funds, and self-directed accounts as investment options for participants. The self-directed accounts are comprised of assets invested at the direction of individual Plan participants and limited to mutual funds. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings.

The Company makes matching contributions in an amount equal to \$1.00 for each \$1.00 contributed by a participant, up to a maximum of 7% of the participant's Plan compensation for non-union employees. The Company makes matching contributions in an amount equal to \$0.50 for each \$1.00 contributed by a participant, up to a maximum of 6% of the participant's Plan compensation for employees represented by IAM Lodge No. 1249, Local 26. The Company makes matching contributions in an amount equal to \$0.50 for each \$1.00 contributed by a participant, up to a maximum of 6% of contributions per week for employees represented by the International Union of Journeymen & Allied Trades. The Company makes pension replacement contributions ranging from \$500 to \$2,750 for eligible hourly employees using a formula defined in the Plan agreement based on age and years of service. This contribution is reduced ratably by percentages based on hours of service for eligible employees who complete fewer than 1,800 hours of service in a Plan year. The Company contributions are invested directly in the common collective trust, various mutual funds, or the self-directed accounts, as directed by the participant. Company matching contributions are recorded in the same period as employee contributions. Pension replacement contributions are recorded annually.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 1 - Description of the Plan: (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of the Company's contributions and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. Allocations of Plan earnings for investments other than self-directed accounts are based on participants' account balances. Self-directed accounts are credited with the earnings of the specific investment chosen by the participant. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Payment of Benefits

Upon termination of service, a participant with a vested account balance greater than \$5,000 may elect to receive either a lump-sum amount equal to the value of the vested portion of their account, a distribution in the form of an annuity, or a combination of these payment options. A participant with a vested account balance of \$1,000 or less will receive a lump-sum distribution. Participants with a vested account balance between \$1,000 and \$5,000 who do not elect a form of distribution will have their vested balance rolled over to an individual retirement account administered by Wells Fargo. Distributions are subject to the applicable provisions of the Plan agreement. Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

Vesting

Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of service, as defined in the Plan agreement. Non-union employees who were employees on the date the Plan was established were immediately vested in all employer contributions. A non-union employee hired after the date the Plan was established become 25% vested after 1 year of service, 50% vested after 2 years of service, 75% vested after 3 years of service, and 100% vested after 4 years of service in all employer contributions. Employees represented by IAM Lodge No. 1249, Local 26 and SEIU Local No. 32 BJ are immediately vested in all employer contributions. However, if an active participant dies prior to the normal retirement age or becomes totally disabled, the participant's account becomes 100% vested in all employer contributions. Any eligible employee hired after August 20, 2007, is immediately vested in all employer contributions after 3 years of service for amounts transferred in from Atlantic Inertial Systems Inc. Money Purchase Pension Plan ("MPP").

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 9.25%, which are commensurate with market rates for similar loans. Principal and interest is paid ratably through monthly payroll deductions.

Forfeitures

Forfeitures result from non-vested Company contributions remaining in the Plan from terminated employees. Forfeiture reserve amounts were \$131 and \$6,075 for the years ended December 31, 2010 and 2009, respectively. Forfeitures are available to offset Company cash contributions or pay Plan expenses, which would be otherwise payable by the Company, in accordance with the Plan agreement. For the year ended December 31, 2010, forfeited amounts totaling \$14,300 were used to offset employer contributions into the Plan. No amounts were used to offset Plan expenses.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 2 - Summary of Significant Accounting Policies:

Basis of Accounting

The Plan's financial statements have been prepared on the accrual basis of accounting.

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties

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

Investment Valuation and Income Recognition

The investment in the Wells Fargo Collective Stable Return Fund (N3) is generally benefit responsive and is stated at fair value. The contract value of the investment contract at December 31, 2010 was \$19,789,152. Investments in the various mutual funds are stated at fair value, which is determined by the unit value reported by Wells Fargo Bank, N.A. (see Note 5 - Investment Contract). The self-directed accounts are comprised of equity investments and cash and cash equivalents that are valued based on quoted market prices on the last day of the Plan year. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 6 - Fair Value Measurements).

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

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements
For The Year Ended December 31, 2010

Note 2 - Summary of Significant Accounting Policies: (Continued)

Accounting Changes

In September 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2010-25, Reporting Loans to Participants by Defined Contribution Pension Plans, ("ASU 2010-25"). The guidance in ASU 2010-25 requires that participant loans be classified as notes receivable from participants in the financial statements of a defined contribution pension plan, measured at the outstanding principal amount plus accrued, but unpaid interest. ASU 2010-25 is effective for fiscal years ending after December 15, 2010. The Plan adopted this new guidance and has reclassified participant loans of \$1,234,986 and \$1,122,799 for 2010 and 2009, respectively, from investments to notes receivable from participants. Net assets of the Plan were not affected by the adoption of the new guidance.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Administrative Expenses

The Plan is responsible for payment of the financial advisory services, trustee expenses and fees; however, the Company may pay the Plan expenses directly. Transaction fees for loan and benefit payment transactions are paid by the Plan by reducing the balances of those participants initiating the transactions. For the year ended December 31, 2010, transaction fees totaled \$2,020.

Reclassifications

Certain reclassifications were made to the 2009 amounts to conform with the 2010 financial statement presentation.

Subsequent Events

Subsequent events were evaluated through September 2, 2011, which is the date the financial statements were available to be issued.

Note 3 - Certified Financial Information:

The Plan assets are invested in products sold and/or managed by Wells Fargo Bank, N.A. The investment balance and related investment information included in the financial statements, accompanying notes and supplemental schedule are derived from statements which have been certified by Wells Fargo Bank, N.A., as of December 31, 2010 and 2009, and for the year ended December 31, 2010, as complete and accurate in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Notes receivable from participants and self-directed accounts are included in this certification.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 4 - Investments:

The following investments represent 5% or more of the Plan's net assets as of December 31, 2010 and 2009:

	2010	2009
Wells Fargo Collective Stable Return Fund (N3) 1,847,675 units in 2010; 1,730,380 units in 2009	\$ 20,224,632	\$ 18,071,833
American Europacific Growth (R6) Fund 80,297 shares in 2010; 96,772 shares in 2009	3,321,904	3,710,247
Dodge & Cox Stock Fund 35,597 shares in 2010; 41,510 shares in 2009	3,835,938	3,990,765
Dodge & Cox Income Fund 225,646 shares in 2010; N/A	2,985,301	N/A
Fidelity Contra Fund 77,306 shares in 2010; 74,591 shares in 2009	5,235,908	4,347,156
Vanguard 500 Index (Signal) Fund 30,421 shares in 2010; N/A	2,910,638	N/A
Wells Fargo Advantage Small Cap Opportunities (Admin) Fund 83,594 shares in 2010; 103,218 shares in 2009	2,861,439	2,924,154

N/A - Did not meet threshold for reporting during the period.

Investment Performance

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated as follows:

Mutual funds	\$ 4,119,129
Stable value fund	<u>521,907</u>
Net appreciation in fair value of investments	<u>\$ 4,641,036</u>

Note 5 - Investment Contract:

The Plan has entered into an investment contract with Wells Fargo Bank, N.A via an investment in the Wells Fargo Collective Stable Return Fund (N3) (the "Fund"). The Fund has invested all of its assets in Wells Fargo Stable Return Fund G, a collective trust fund sponsored by Wells Fargo Bank, N.A. The Wells Fargo Stable Return Fund G is a fully benefit-responsive contract that invests in investment contracts and security-backed contracts. These securities are wrapped by a contract value guarantee that insures that participant initiated withdrawals from the Fund will be paid at book value. The average yield was 2.76% for the year ended December 31, 2010.

<u>Average Yield</u>	2010	2009
Based on actual earnings	2.76%	2.74%
Based on interest rate credited to participants	2.90%	3.32%

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements
For The Year Ended December 31, 2010

Note 6 - Fair Value Measurements:

Financial Accounting Standards Board Statement (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Common/collective trust: Valued at the daily net asset value ("NAV") of units held in the common/collective trust fund which invested all of its assets in Wells Fargo Stable Return Fund ("Fund G"). Fund G invests in investment contracts and security-backed contracts. (see Note 5 - Investment Contract).

Mutual funds: Valued at the quoted NAV of shares held by the Plan at year end.

Self-directed account: Mutual funds are valued at the NAV of shares held by the Plan at year end. Money market funds are valued at amortized cost, which approximates fair value.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 6 - Fair Value Measurements: (Continued)

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

The estimated fair value of the common/collective trust is NAV, exclusive of the adjustment to contract value. The use of NAV as fair value is deemed appropriate as the collective trust funds do not have finite lives, unfunded commitments relating to these types of investments, or significant restrictions on redemptions.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

Assets at Fair Value as of December 31, 2010

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 8,138,759	\$ --	\$ --	\$ 8,138,759
Income funds	3,259,387	--	--	3,259,387
Retirement funds	6,307,209	--	--	6,307,209
Large value funds	3,835,938	--	--	3,835,938
Large blend funds	8,146,546	--	--	8,146,546
Mid-Cap value funds	1,742,452	--	--	1,742,452
Balanced funds	1,093,032	--	--	1,093,032
Small blend funds	2,861,439	--	--	2,861,439
Total mutual funds	<u>35,384,762</u>	<u>--</u>	<u>--</u>	<u>35,384,762</u>
Self-directed accounts:				
Cash and cash equivalents	9,396	--	--	9,396
Mutual funds:				
Large value funds	26,473	--	--	26,473
Latin American stock funds	28,431	--	--	28,431
Natural resources funds	22,181	--	--	22,181
Equity energy funds	58,243	--	--	58,243
Global real estate funds	15,308	--	--	15,308
Total self-directed accounts	<u>160,032</u>	<u>--</u>	<u>--</u>	<u>160,032</u>
Common/collective trust	<u>--</u>	<u>20,224,632</u>	<u>--</u>	<u>20,224,632</u>
Total assets at fair value	<u>\$35,544,794</u>	<u>\$20,224,632</u>	<u>\$ --</u>	<u>\$55,769,426</u>

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

**Notes To The Financial Statements
For The Year Ended December 31, 2010**

Note 6 - Fair Value Measurements: (Continued)

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 7,770,533	\$ --	\$ --	\$ 7,770,533
Income funds	2,024,416	--	--	2,024,416
Retirement funds	5,565,947	--	--	5,565,947
Large value funds	3,990,765	--	--	3,990,765
Large blend funds	6,525,424	--	--	6,525,424
Mid-Cap value funds	1,210,202	--	--	1,210,202
Balanced funds	968,960	--	--	968,960
Small blend funds	<u>2,924,154</u>	<u>--</u>	<u>--</u>	<u>2,924,154</u>
Total mutual funds	<u>30,980,401</u>	<u>--</u>	<u>--</u>	<u>30,980,401</u>
Self-directed accounts:				
Cash and cash equivalents	11,219	--	--	11,219
Mutual funds:				
Intermediate term - bond funds	4,608	--	--	4,608
Large value funds	23,327	--	--	23,327
High yield bond funds	2,725	--	--	2,725
Latin American stock funds	24,406	--	--	24,406
Natural resources funds	18,021	--	--	18,021
Equity energy funds	49,879	--	--	49,879
Global real estate funds	<u>12,997</u>	<u>--</u>	<u>--</u>	<u>12,997</u>
Total self-directed accounts	<u>147,182</u>	<u>--</u>	<u>--</u>	<u>147,182</u>
Common/collective trust	<u>--</u>	<u>18,071,833</u>	<u>--</u>	<u>18,071,833</u>
Total assets at fair value	<u>\$31,127,583</u>	<u>\$18,071,833</u>	<u>\$ --</u>	<u>\$49,199,416</u>

Note 7 - Related Party Transactions:

Plan assets include investments in funds managed by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the Plan's trustee and, as such, transactions with the trustee qualify as party-in-interest transactions. Personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan.

Note 8 - Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions, if any, at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 9 - Tax Status:

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated November 5, 2009, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Note 10 - Reconciliation of Financial Statements to Form 5500:

The Annual Return/Report of Employee Benefit Plan (the "Form 5500") is prepared on the modified cash basis. Accordingly, certain balances included on Schedule H (Part I and II) of the Form 5500 differ from those included in these financial statements. Contributions in the statement of changes in net assets available for benefits differ from contributions in the Form 5500 by the change in the amount of contributions accrued and the amount of plan assets merging out of the Plan as of December 31. The ending net asset balances are reconciled as follows:

	2010	2009
Net assets available for benefits per the Form 5500	\$ --	\$ 50,285,656
Employer contributions receivable	430,963	1,085,220
Participant contributions receivable	--	37,355
Plan assets merging out of the Plan	<u>56,568,932</u>	<u>--</u>
Net assets available for benefits per the financial statements	<u>\$ 56,999,895</u>	<u>\$ 51,408,231</u>

Note 11 - Subsequent Event:

Effective January 24, 2011, assets of the AIS Plan Trust were transferred into assets held in trust with Fidelity Management Trust Company serving as trustee (the "Goodrich Plan Trust").

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Form 5500 - Schedule H, Line 4i

Schedule I - Schedule of Assets (Held at End of Year)

December 31, 2010

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Wells Fargo Bank, N.A.	Collective Stable Return Fund (N3)	**	\$ 19,789,152
	American Funds	American Europacific Growth (R6) Fund	**	3,321,904
	American Funds	The Growth Fund of America (R6) Fund	**	2,069,373
	Artisan Funds	Artisan Mid Cap (Inv) (Fund)	**	2,747,482
	Dodge & Cox Funds	Dodge & Cox Income Fund	**	2,985,301
	Dodge & Cox Funds	Dodge & Cox Stock Fund	**	3,835,938
	Fidelity	Fidelity Contra Fund	**	5,235,908
	Lord.Abbett & Co.	Lord Abbett Mid Cap Value (I) Fund	**	1,742,452
	T. Rowe Price	T. Rowe Price Retirement Income Fund	**	274,086
	T. Rowe Price	T. Rowe Retirement 2010 Fund	**	1,100,497
	T. Rowe Price	T. Rowe Retirement 2020 Fund	**	2,784,323
	T. Rowe Price	T. Rowe Retirement 2030 Fund	**	1,828,095
	T. Rowe Price	T. Rowe Retirement 2040 Fund	**	450,896
	T. Rowe Price	T. Rowe Retirement 2050 Fund	**	143,398
	Vanguard	Vanguard 500 Index (Signal) Fund	**	2,910,638
	Vanguard	Vanguard Wellington (Admiral) Fund	**	1,093,032
*	Wells Fargo Bank, N.A.	Advantage Small Cap Opportunities (Admin) Fund	**	2,861,439
*	Plan Participants	Participant Loans 4.25% - 9.25% with various terms	-	1,234,986
	Subtotal			<u>56,408,900</u>
	Various	Cash and Cash Equivalents Self-Directed Accounts	**	9,396
	Various	Mutual Funds Self-Directed Accounts	**	<u>150,636</u>
	Total Self-Directed Accounts			<u>160,032</u>
	Total Investments			<u>\$ 56,568,932</u>

*Denotes party-in-interest

**Cost information is not applicable for participant directed investments.

Employer Identification Number: 95-2479942

Plan Number: 001

Information was derived from information certified as complete and accurate by Wells Fargo Bank, N.A.

Effective December 31, 2010, the Plan was merged into the Goodrich Corporation Employees' Savings Plan.

Upon the effective time of the merger, the assets of the Plan were held in trust with Wells Fargo Bank, N.A. serving as trustee.

Total investments reported on Schedule H of Form 5500 are \$0 due to the merger effective December 31, 2010.

**ATLANTIC INERTIAL SYSTEMS INC. 401(k)
RETIREMENT SAVINGS PLAN**

**Financial Statements and
Supplemental Schedule**

December 31, 2010 and 2009



**KOSTIN,
RUFFKESS
& COMPANY, LLC**

Business Advisors and Certified Public Accountants

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN
Financial Statements and Supplemental Schedule
December 31, 2010

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Note: Additional supplemental schedule required by Section 2520-103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted from the financial statements because they are not applicable.



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INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of the
Atlantic Inertial Systems Inc. 401(k) Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Atlantic Inertial Systems Inc. 401(k) Retirement Savings Plan (the "Plan") as of December 31, 2010 and 2009 and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010. 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 information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., 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 December 31, 2010 and 2009, and for the year ended December 31, 2010, 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 information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As discussed in Note 1, effective December 31, 2010, the Plan merged with, and into, the Goodrich Corporation Employees' Savings Plan.

Kostin, Ruffkess & Company, LLC
Farmington, Connecticut
September 2, 2011

Members of:

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An Equal Opportunity Employer

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
Assets		
Investments at fair value	<u>\$ 55,769,426</u>	<u>\$ 49,199,416</u>
Receivables:		
Employer contributions	430,963	1,085,220
Participant contributions	--	37,355
Notes receivable from participants	<u>1,234,986</u>	<u>1,122,799</u>
Total receivables	<u>1,665,949</u>	<u>2,245,374</u>
Net assets reflecting investments at fair value	57,435,375	51,444,790
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(435,480)</u>	<u>(36,559)</u>
Net assets available for benefits	<u>\$ 56,999,895</u>	<u>\$ 51,408,231</u>

The accompanying notes are an integral part of the financial statements

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN
Statement of Changes in Net Assets Available for Benefits
For The Year Ended December 31, 2010

Additions:

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 4,641,036
Dividends and interest	<u>513,944</u>

Total investment income	<u>5,154,980</u>
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Interest income on notes receivable from participants	<u>63,276</u>
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Contributions:

Employer	1,788,581
Participant	2,278,992
Rollover	<u>14,430</u>

Total contributions	<u>4,082,003</u>
---------------------	------------------

Total additions	<u>9,300,259</u>
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Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	3,700,120
Change in forfeiture reserve, net	6,455
Transaction fees	<u>2,020</u>

Total deductions	<u>3,708,595</u>
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Net increase	5,591,664
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Net assets available for benefits:

Beginning of year	<u>51,408,231</u>
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End of year	<u>\$ 56,999,895</u>
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The accompanying notes are an integral part of the financial statements

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 1 - Description of the Plan:

The following description of the Atlantic Inertial Systems Inc. 401(k) Retirement Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

Effective December 31, 2010, the Plan was merged into the Goodrich Corporation Employees' Savings Plan ("Goodrich Plan"). Upon the effective time of the merger, the assets of the Plan were held in trust with Wells Fargo Bank, N.A. ("Wells Fargo") serving as trustee (the "AIS Plan Trust") (see Note 10 - Reconciliation of Financial Statements to Form 5500 and Note 11 - Subsequent Event).

General

The Plan is a defined contribution plan established effective August 20, 2007, and most recently amended on October 23, 2009. Non-union employees of Atlantic Inertial Systems Inc. (the "Company") become eligible to participate on the day the participant becomes an active employee. Employees represented by the IAM Lodge 1249, Local 26 and the International Union of Journeymen & Allied Trades become eligible to participate upon completion of the lesser of 1 year of service and 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

During 2010, the American Funds Europacific Growth (R6), and the American Funds Growth Fund of America (R6) were added as investment options. The American Century Income and Growth (Institutional) Fund, the American Funds Growth Fund of America (R5), and the American Funds Europacific Growth (R5) were eliminated as investment options.

Contributions

Participants may contribute an amount not less than 1% but not more than 25% of their compensation, as defined in the Plan agreement, for the contribution period. Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a common/collective trust, various mutual funds, and self-directed accounts as investment options for participants. The self-directed accounts are comprised of assets invested at the direction of individual Plan participants and limited to mutual funds. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings.

The Company makes matching contributions in an amount equal to \$1.00 for each \$1.00 contributed by a participant, up to a maximum of 7% of the participant's Plan compensation for non-union employees. The Company makes matching contributions in an amount equal to \$0.50 for each \$1.00 contributed by a participant, up to a maximum of 6% of the participant's Plan compensation for employees represented by IAM Lodge No. 1249, Local 26. The Company makes matching contributions in an amount equal to \$0.50 for each \$1.00 contributed by a participant, up to a maximum of 6% of contributions per week for employees represented by the International Union of Journeymen & Allied Trades. The Company makes pension replacement contributions ranging from \$500 to \$2,750 for eligible hourly employees using a formula defined in the Plan agreement based on age and years of service. This contribution is reduced ratably by percentages based on hours of service for eligible employees who complete fewer than 1,800 hours of service in a Plan year. The Company contributions are invested directly in the common collective trust, various mutual funds, or the self-directed accounts, as directed by the participant. Company matching contributions are recorded in the same period as employee contributions. Pension replacement contributions are recorded annually.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 1 - Description of the Plan: (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of the Company's contributions and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. Allocations of Plan earnings for investments other than self-directed accounts are based on participants' account balances. Self-directed accounts are credited with the earnings of the specific investment chosen by the participant. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Payment of Benefits

Upon termination of service, a participant with a vested account balance greater than \$5,000 may elect to receive either a lump-sum amount equal to the value of the vested portion of their account, a distribution in the form of an annuity, or a combination of these payment options. A participant with a vested account balance of \$1,000 or less will receive a lump-sum distribution. Participants with a vested account balance between \$1,000 and \$5,000 who do not elect a form of distribution will have their vested balance rolled over to an individual retirement account administered by Wells Fargo. Distributions are subject to the applicable provisions of the Plan agreement. Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

Vesting

Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of service, as defined in the Plan agreement. Non-union employees who were employees on the date the Plan was established were immediately vested in all employer contributions. A non-union employee hired after the date the Plan was established become 25% vested after 1 year of service, 50% vested after 2 years of service, 75% vested after 3 years of service, and 100% vested after 4 years of service in all employer contributions. Employees represented by IAM Lodge No. 1249, Local 26 and SEIU Local No. 32 BJ are immediately vested in all employer contributions. However, if an active participant dies prior to the normal retirement age or becomes totally disabled, the participant's account becomes 100% vested in all employer contributions. Any eligible employee hired after August 20, 2007, is immediately vested in all employer contributions after 3 years of service for amounts transferred in from Atlantic Inertial Systems Inc. Money Purchase Pension Plan ("MPP").

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 9.25%, which are commensurate with market rates for similar loans. Principal and interest is paid ratably through monthly payroll deductions.

Forfeitures

Forfeitures result from non-vested Company contributions remaining in the Plan from terminated employees. Forfeiture reserve amounts were \$131 and \$6,075 for the years ended December 31, 2010 and 2009, respectively. Forfeitures are available to offset Company cash contributions or pay Plan expenses, which would be otherwise payable by the Company, in accordance with the Plan agreement. For the year ended December 31, 2010, forfeited amounts totaling \$14,300 were used to offset employer contributions into the Plan. No amounts were used to offset Plan expenses.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 2 - Summary of Significant Accounting Policies:

Basis of Accounting

The Plan's financial statements have been prepared on the accrual basis of accounting.

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties

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

Investment Valuation and Income Recognition

The investment in the Wells Fargo Collective Stable Return Fund (N3) is generally benefit responsive and is stated at fair value. The contract value of the investment contract at December 31, 2010 was \$19,789,152. Investments in the various mutual funds are stated at fair value, which is determined by the unit value reported by Wells Fargo Bank, N.A. (see Note 5 - Investment Contract). The self-directed accounts are comprised of equity investments and cash and cash equivalents that are valued based on quoted market prices on the last day of the Plan year. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 6 - Fair Value Measurements).

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

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements
For The Year Ended December 31, 2010

Note 2 - Summary of Significant Accounting Policies: (Continued)

Accounting Changes

In September 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2010-25, Reporting Loans to Participants by Defined Contribution Pension Plans, ("ASU 2010-25"). The guidance in ASU 2010-25 requires that participant loans be classified as notes receivable from participants in the financial statements of a defined contribution pension plan, measured at the outstanding principal amount plus accrued, but unpaid interest. ASU 2010-25 is effective for fiscal years ending after December 15, 2010. The Plan adopted this new guidance and has reclassified participant loans of \$1,234,986 and \$1,122,799 for 2010 and 2009, respectively, from investments to notes receivable from participants. Net assets of the Plan were not affected by the adoption of the new guidance.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Administrative Expenses

The Plan is responsible for payment of the financial advisory services, trustee expenses and fees; however, the Company may pay the Plan expenses directly. Transaction fees for loan and benefit payment transactions are paid by the Plan by reducing the balances of those participants initiating the transactions. For the year ended December 31, 2010, transaction fees totaled \$2,020.

Reclassifications

Certain reclassifications were made to the 2009 amounts to conform with the 2010 financial statement presentation.

Subsequent Events

Subsequent events were evaluated through September 2, 2011, which is the date the financial statements were available to be issued.

Note 3 - Certified Financial Information:

The Plan assets are invested in products sold and/or managed by Wells Fargo Bank, N.A. The investment balance and related investment information included in the financial statements, accompanying notes and supplemental schedule are derived from statements which have been certified by Wells Fargo Bank, N.A., as of December 31, 2010 and 2009, and for the year ended December 31, 2010, as complete and accurate in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Notes receivable from participants and self-directed accounts are included in this certification.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 4 - Investments:

The following investments represent 5% or more of the Plan's net assets as of December 31, 2010 and 2009:

	2010	2009
Wells Fargo Collective Stable Return Fund (N3) 1,847,675 units in 2010; 1,730,380 units in 2009	\$ 20,224,632	\$ 18,071,833
American Europacific Growth (R6) Fund 80,297 shares in 2010; 96,772 shares in 2009	3,321,904	3,710,247
Dodge & Cox Stock Fund 35,597 shares in 2010; 41,510 shares in 2009	3,835,938	3,990,765
Dodge & Cox Income Fund 225,646 shares in 2010; N/A	2,985,301	N/A
Fidelity Contra Fund 77,306 shares in 2010; 74,591 shares in 2009	5,235,908	4,347,156
Vanguard 500 Index (Signal) Fund 30,421 shares in 2010; N/A	2,910,638	N/A
Wells Fargo Advantage Small Cap Opportunities (Admin) Fund 83,594 shares in 2010; 103,218 shares in 2009	2,861,439	2,924,154

N/A - Did not meet threshold for reporting during the period.

Investment Performance

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated as follows:

Mutual funds	\$ 4,119,129
Stable value fund	<u>521,907</u>
Net appreciation in fair value of investments	<u>\$ 4,641,036</u>

Note 5 - Investment Contract:

The Plan has entered into an investment contract with Wells Fargo Bank, N.A via an investment in the Wells Fargo Collective Stable Return Fund (N3) (the "Fund"). The Fund has invested all of its assets in Wells Fargo Stable Return Fund G, a collective trust fund sponsored by Wells Fargo Bank, N.A. The Wells Fargo Stable Return Fund G is a fully benefit-responsive contract that invests in investment contracts and security-backed contracts. These securities are wrapped by a contract value guarantee that insures that participant initiated withdrawals from the Fund will be paid at book value. The average yield was 2.76% for the year ended December 31, 2010.

<u>Average Yield</u>	2010	2009
Based on actual earnings	2.76%	2.74%
Based on interest rate credited to participants	2.90%	3.32%

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements
For The Year Ended December 31, 2010

Note 6 - Fair Value Measurements:

Financial Accounting Standards Board Statement (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Common/collective trust: Valued at the daily net asset value ("NAV") of units held in the common/collective trust fund which invested all of its assets in Wells Fargo Stable Return Fund ("Fund G"). Fund G invests in investment contracts and security-backed contracts. (see Note 5 - Investment Contract).

Mutual funds: Valued at the quoted NAV of shares held by the Plan at year end.

Self-directed account: Mutual funds are valued at the NAV of shares held by the Plan at year end. Money market funds are valued at amortized cost, which approximates fair value.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 6 - Fair Value Measurements: (Continued)

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

The estimated fair value of the common/collective trust is NAV, exclusive of the adjustment to contract value. The use of NAV as fair value is deemed appropriate as the collective trust funds do not have finite lives, unfunded commitments relating to these types of investments, or significant restrictions on redemptions.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

Assets at Fair Value as of December 31, 2010

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 8,138,759	\$ --	\$ --	\$ 8,138,759
Income funds	3,259,387	--	--	3,259,387
Retirement funds	6,307,209	--	--	6,307,209
Large value funds	3,835,938	--	--	3,835,938
Large blend funds	8,146,546	--	--	8,146,546
Mid-Cap value funds	1,742,452	--	--	1,742,452
Balanced funds	1,093,032	--	--	1,093,032
Small blend funds	2,861,439	--	--	2,861,439
Total mutual funds	<u>35,384,762</u>	<u>--</u>	<u>--</u>	<u>35,384,762</u>
Self-directed accounts:				
Cash and cash equivalents	9,396	--	--	9,396
Mutual funds:				
Large value funds	26,473	--	--	26,473
Latin American stock funds	28,431	--	--	28,431
Natural resources funds	22,181	--	--	22,181
Equity energy funds	58,243	--	--	58,243
Global real estate funds	15,308	--	--	15,308
Total self-directed accounts	<u>160,032</u>	<u>--</u>	<u>--</u>	<u>160,032</u>
Common/collective trust	<u>--</u>	<u>20,224,632</u>	<u>--</u>	<u>20,224,632</u>
Total assets at fair value	<u>\$35,544,794</u>	<u>\$20,224,632</u>	<u>\$ --</u>	<u>\$55,769,426</u>

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

**Notes To The Financial Statements
For The Year Ended December 31, 2010**

Note 6 - Fair Value Measurements: (Continued)

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 7,770,533	\$ --	\$ --	\$ 7,770,533
Income funds	2,024,416	--	--	2,024,416
Retirement funds	5,565,947	--	--	5,565,947
Large value funds	3,990,765	--	--	3,990,765
Large blend funds	6,525,424	--	--	6,525,424
Mid-Cap value funds	1,210,202	--	--	1,210,202
Balanced funds	968,960	--	--	968,960
Small blend funds	<u>2,924,154</u>	<u>--</u>	<u>--</u>	<u>2,924,154</u>
Total mutual funds	<u>30,980,401</u>	<u>--</u>	<u>--</u>	<u>30,980,401</u>
Self-directed accounts:				
Cash and cash equivalents	11,219	--	--	11,219
Mutual funds:				
Intermediate term - bond funds	4,608	--	--	4,608
Large value funds	23,327	--	--	23,327
High yield bond funds	2,725	--	--	2,725
Latin American stock funds	24,406	--	--	24,406
Natural resources funds	18,021	--	--	18,021
Equity energy funds	49,879	--	--	49,879
Global real estate funds	<u>12,997</u>	<u>--</u>	<u>--</u>	<u>12,997</u>
Total self-directed accounts	<u>147,182</u>	<u>--</u>	<u>--</u>	<u>147,182</u>
Common/collective trust	<u>--</u>	<u>18,071,833</u>	<u>--</u>	<u>18,071,833</u>
Total assets at fair value	<u>\$31,127,583</u>	<u>\$18,071,833</u>	<u>\$ --</u>	<u>\$49,199,416</u>

Note 7 - Related Party Transactions:

Plan assets include investments in funds managed by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the Plan's trustee and, as such, transactions with the trustee qualify as party-in-interest transactions. Personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan.

Note 8 - Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions, if any, at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 9 - Tax Status:

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated November 5, 2009, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Note 10 - Reconciliation of Financial Statements to Form 5500:

The Annual Return/Report of Employee Benefit Plan (the "Form 5500") is prepared on the modified cash basis. Accordingly, certain balances included on Schedule H (Part I and II) of the Form 5500 differ from those included in these financial statements. Contributions in the statement of changes in net assets available for benefits differ from contributions in the Form 5500 by the change in the amount of contributions accrued and the amount of plan assets merging out of the Plan as of December 31. The ending net asset balances are reconciled as follows:

	2010	2009
Net assets available for benefits per the Form 5500	\$ --	\$ 50,285,656
Employer contributions receivable	430,963	1,085,220
Participant contributions receivable	--	37,355
Plan assets merging out of the Plan	<u>56,568,932</u>	<u>--</u>
Net assets available for benefits per the financial statements	<u>\$ 56,999,895</u>	<u>\$ 51,408,231</u>

Note 11 - Subsequent Event:

Effective January 24, 2011, assets of the AIS Plan Trust were transferred into assets held in trust with Fidelity Management Trust Company serving as trustee (the "Goodrich Plan Trust").

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Form 5500 - Schedule H, Line 4i

Schedule I - Schedule of Assets (Held at End of Year)

December 31, 2010

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Wells Fargo Bank, N.A.	Collective Stable Return Fund (N3)	**	\$ 19,789,152
	American Funds	American Europacific Growth (R6) Fund	**	3,321,904
	American Funds	The Growth Fund of America (R6) Fund	**	2,069,373
	Artisan Funds	Artisan Mid Cap (Inv) (Fund)	**	2,747,482
	Dodge & Cox Funds	Dodge & Cox Income Fund	**	2,985,301
	Dodge & Cox Funds	Dodge & Cox Stock Fund	**	3,835,938
	Fidelity	Fidelity Contra Fund	**	5,235,908
	Lord.Abbett & Co.	Lord Abbett Mid Cap Value (I) Fund	**	1,742,452
	T. Rowe Price	T. Rowe Price Retirement Income Fund	**	274,086
	T. Rowe Price	T. Rowe Retirement 2010 Fund	**	1,100,497
	T. Rowe Price	T. Rowe Retirement 2020 Fund	**	2,784,323
	T. Rowe Price	T. Rowe Retirement 2030 Fund	**	1,828,095
	T. Rowe Price	T. Rowe Retirement 2040 Fund	**	450,896
	T. Rowe Price	T. Rowe Retirement 2050 Fund	**	143,398
	Vanguard	Vanguard 500 Index (Signal) Fund	**	2,910,638
	Vanguard	Vanguard Wellington (Admiral) Fund	**	1,093,032
*	Wells Fargo Bank, N.A.	Advantage Small Cap Opportunities (Admin) Fund	**	2,861,439
*	Plan Participants	Participant Loans 4.25% - 9.25% with various terms	-	1,234,986
	Subtotal			<u>56,408,900</u>
	Various	Cash and Cash Equivalents Self-Directed Accounts	**	9,396
	Various	Mutual Funds Self-Directed Accounts	**	<u>150,636</u>
	Total Self-Directed Accounts			<u>160,032</u>
	Total Investments			<u>\$ 56,568,932</u>

*Denotes party-in-interest

**Cost information is not applicable for participant directed investments.

Employer Identification Number: 95-2479942

Plan Number: 001

Information was derived from information certified as complete and accurate by Wells Fargo Bank, N.A.

Effective December 31, 2010, the Plan was merged into the Goodrich Corporation Employees' Savings Plan.

Upon the effective time of the merger, the assets of the Plan were held in trust with Wells Fargo Bank, N.A. serving as trustee.

Total investments reported on Schedule H of Form 5500 are \$0 due to the merger effective December 31, 2010.

**ATLANTIC INERTIAL SYSTEMS INC. 401(k)
RETIREMENT SAVINGS PLAN**

**Financial Statements and
Supplemental Schedule**

December 31, 2010 and 2009



**KOSTIN,
RUFFKESS
& COMPANY, LLC**

Business Advisors and Certified Public Accountants

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN
Financial Statements and Supplemental Schedule
December 31, 2010

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Note: Additional supplemental schedule required by Section 2520-103.10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted from the financial statements because they are not applicable.



Business Advisors and Certified Public Accountants

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INDEPENDENT AUDITORS' REPORT

To the Participants and Administrator of the
Atlantic Inertial Systems Inc. 401(k) Retirement Savings Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Atlantic Inertial Systems Inc. 401(k) Retirement Savings Plan (the "Plan") as of December 31, 2010 and 2009 and the related statement of changes in net assets available for benefits for the year ended December 31, 2010, and the supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010. 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 information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., 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 December 31, 2010 and 2009, and for the year ended December 31, 2010, 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 information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

As discussed in Note 1, effective December 31, 2010, the Plan merged with, and into, the Goodrich Corporation Employees' Savings Plan.

Kostin, Ruffkess & Company, LLC
Farmington, Connecticut
September 2, 2011

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An Equal Opportunity Employer

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN
Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

	2010	2009
Assets		
Investments at fair value	<u>\$ 55,769,426</u>	<u>\$ 49,199,416</u>
Receivables:		
Employer contributions	430,963	1,085,220
Participant contributions	--	37,355
Notes receivable from participants	<u>1,234,986</u>	<u>1,122,799</u>
Total receivables	<u>1,665,949</u>	<u>2,245,374</u>
Net assets reflecting investments at fair value	57,435,375	51,444,790
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(435,480)</u>	<u>(36,559)</u>
Net assets available for benefits	<u>\$ 56,999,895</u>	<u>\$ 51,408,231</u>

The accompanying notes are an integral part of the financial statements

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN
Statement of Changes in Net Assets Available for Benefits
For The Year Ended December 31, 2010

Additions:

Additions to net assets attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 4,641,036
Dividends and interest	<u>513,944</u>

Total investment income	<u>5,154,980</u>
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Interest income on notes receivable from participants	<u>63,276</u>
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Contributions:

Employer	1,788,581
Participant	2,278,992
Rollover	<u>14,430</u>

Total contributions	<u>4,082,003</u>
---------------------	------------------

Total additions	<u>9,300,259</u>
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Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	3,700,120
Change in forfeiture reserve, net	6,455
Transaction fees	<u>2,020</u>

Total deductions	<u>3,708,595</u>
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Net increase	5,591,664
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Net assets available for benefits:

Beginning of year	<u>51,408,231</u>
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End of year	<u>\$ 56,999,895</u>
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The accompanying notes are an integral part of the financial statements

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 1 - Description of the Plan:

The following description of the Atlantic Inertial Systems Inc. 401(k) Retirement Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more comprehensive description of the Plan's provisions.

Effective December 31, 2010, the Plan was merged into the Goodrich Corporation Employees' Savings Plan ("Goodrich Plan"). Upon the effective time of the merger, the assets of the Plan were held in trust with Wells Fargo Bank, N.A. ("Wells Fargo") serving as trustee (the "AIS Plan Trust") (see Note 10 - Reconciliation of Financial Statements to Form 5500 and Note 11 - Subsequent Event).

General

The Plan is a defined contribution plan established effective August 20, 2007, and most recently amended on October 23, 2009. Non-union employees of Atlantic Inertial Systems Inc. (the "Company") become eligible to participate on the day the participant becomes an active employee. Employees represented by the IAM Lodge 1249, Local 26 and the International Union of Journeymen & Allied Trades become eligible to participate upon completion of the lesser of 1 year of service and 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

During 2010, the American Funds Europacific Growth (R6), and the American Funds Growth Fund of America (R6) were added as investment options. The American Century Income and Growth (Institutional) Fund, the American Funds Growth Fund of America (R5), and the American Funds Europacific Growth (R5) were eliminated as investment options.

Contributions

Participants may contribute an amount not less than 1% but not more than 25% of their compensation, as defined in the Plan agreement, for the contribution period. Participants may also make rollover contributions from other qualified plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers a common/collective trust, various mutual funds, and self-directed accounts as investment options for participants. The self-directed accounts are comprised of assets invested at the direction of individual Plan participants and limited to mutual funds. Participant contributions are recorded in the period during which the Company makes payroll deductions from the participant's earnings.

The Company makes matching contributions in an amount equal to \$1.00 for each \$1.00 contributed by a participant, up to a maximum of 7% of the participant's Plan compensation for non-union employees. The Company makes matching contributions in an amount equal to \$0.50 for each \$1.00 contributed by a participant, up to a maximum of 6% of the participant's Plan compensation for employees represented by IAM Lodge No. 1249, Local 26. The Company makes matching contributions in an amount equal to \$0.50 for each \$1.00 contributed by a participant, up to a maximum of 6% of contributions per week for employees represented by the International Union of Journeymen & Allied Trades. The Company makes pension replacement contributions ranging from \$500 to \$2,750 for eligible hourly employees using a formula defined in the Plan agreement based on age and years of service. This contribution is reduced ratably by percentages based on hours of service for eligible employees who complete fewer than 1,800 hours of service in a Plan year. The Company contributions are invested directly in the common collective trust, various mutual funds, or the self-directed accounts, as directed by the participant. Company matching contributions are recorded in the same period as employee contributions. Pension replacement contributions are recorded annually.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 1 - Description of the Plan: (Continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of the Company's contributions and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. Allocations of Plan earnings for investments other than self-directed accounts are based on participants' account balances. Self-directed accounts are credited with the earnings of the specific investment chosen by the participant. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Payment of Benefits

Upon termination of service, a participant with a vested account balance greater than \$5,000 may elect to receive either a lump-sum amount equal to the value of the vested portion of their account, a distribution in the form of an annuity, or a combination of these payment options. A participant with a vested account balance of \$1,000 or less will receive a lump-sum distribution. Participants with a vested account balance between \$1,000 and \$5,000 who do not elect a form of distribution will have their vested balance rolled over to an individual retirement account administered by Wells Fargo. Distributions are subject to the applicable provisions of the Plan agreement. Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

Vesting

Participants are immediately vested in their own contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of service, as defined in the Plan agreement. Non-union employees who were employees on the date the Plan was established were immediately vested in all employer contributions. A non-union employee hired after the date the Plan was established become 25% vested after 1 year of service, 50% vested after 2 years of service, 75% vested after 3 years of service, and 100% vested after 4 years of service in all employer contributions. Employees represented by IAM Lodge No. 1249, Local 26 and SEIU Local No. 32 BJ are immediately vested in all employer contributions. However, if an active participant dies prior to the normal retirement age or becomes totally disabled, the participant's account becomes 100% vested in all employer contributions. Any eligible employee hired after August 20, 2007, is immediately vested in all employer contributions after 3 years of service for amounts transferred in from Atlantic Inertial Systems Inc. Money Purchase Pension Plan ("MPP").

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25% to 9.25%, which are commensurate with market rates for similar loans. Principal and interest is paid ratably through monthly payroll deductions.

Forfeitures

Forfeitures result from non-vested Company contributions remaining in the Plan from terminated employees. Forfeiture reserve amounts were \$131 and \$6,075 for the years ended December 31, 2010 and 2009, respectively. Forfeitures are available to offset Company cash contributions or pay Plan expenses, which would be otherwise payable by the Company, in accordance with the Plan agreement. For the year ended December 31, 2010, forfeited amounts totaling \$14,300 were used to offset employer contributions into the Plan. No amounts were used to offset Plan expenses.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 2 - Summary of Significant Accounting Policies:

Basis of Accounting

The Plan's financial statements have been prepared on the accrual basis of accounting.

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements, the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Risks and Uncertainties

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

Investment Valuation and Income Recognition

The investment in the Wells Fargo Collective Stable Return Fund (N3) is generally benefit responsive and is stated at fair value. The contract value of the investment contract at December 31, 2010 was \$19,789,152. Investments in the various mutual funds are stated at fair value, which is determined by the unit value reported by Wells Fargo Bank, N.A. (see Note 5 - Investment Contract). The self-directed accounts are comprised of equity investments and cash and cash equivalents that are valued based on quoted market prices on the last day of the Plan year. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 6 - Fair Value Measurements).

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

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements
For The Year Ended December 31, 2010

Note 2 - Summary of Significant Accounting Policies: (Continued)

Accounting Changes

In September 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2010-25, Reporting Loans to Participants by Defined Contribution Pension Plans, ("ASU 2010-25"). The guidance in ASU 2010-25 requires that participant loans be classified as notes receivable from participants in the financial statements of a defined contribution pension plan, measured at the outstanding principal amount plus accrued, but unpaid interest. ASU 2010-25 is effective for fiscal years ending after December 15, 2010. The Plan adopted this new guidance and has reclassified participant loans of \$1,234,986 and \$1,122,799 for 2010 and 2009, respectively, from investments to notes receivable from participants. Net assets of the Plan were not affected by the adoption of the new guidance.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Administrative Expenses

The Plan is responsible for payment of the financial advisory services, trustee expenses and fees; however, the Company may pay the Plan expenses directly. Transaction fees for loan and benefit payment transactions are paid by the Plan by reducing the balances of those participants initiating the transactions. For the year ended December 31, 2010, transaction fees totaled \$2,020.

Reclassifications

Certain reclassifications were made to the 2009 amounts to conform with the 2010 financial statement presentation.

Subsequent Events

Subsequent events were evaluated through September 2, 2011, which is the date the financial statements were available to be issued.

Note 3 - Certified Financial Information:

The Plan assets are invested in products sold and/or managed by Wells Fargo Bank, N.A. The investment balance and related investment information included in the financial statements, accompanying notes and supplemental schedule are derived from statements which have been certified by Wells Fargo Bank, N.A., as of December 31, 2010 and 2009, and for the year ended December 31, 2010, as complete and accurate in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Notes receivable from participants and self-directed accounts are included in this certification.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 4 - Investments:

The following investments represent 5% or more of the Plan's net assets as of December 31, 2010 and 2009:

	2010	2009
Wells Fargo Collective Stable Return Fund (N3) 1,847,675 units in 2010; 1,730,380 units in 2009	\$ 20,224,632	\$ 18,071,833
American Europacific Growth (R6) Fund 80,297 shares in 2010; 96,772 shares in 2009	3,321,904	3,710,247
Dodge & Cox Stock Fund 35,597 shares in 2010; 41,510 shares in 2009	3,835,938	3,990,765
Dodge & Cox Income Fund 225,646 shares in 2010; N/A	2,985,301	N/A
Fidelity Contra Fund 77,306 shares in 2010; 74,591 shares in 2009	5,235,908	4,347,156
Vanguard 500 Index (Signal) Fund 30,421 shares in 2010; N/A	2,910,638	N/A
Wells Fargo Advantage Small Cap Opportunities (Admin) Fund 83,594 shares in 2010; 103,218 shares in 2009	2,861,439	2,924,154

N/A - Did not meet threshold for reporting during the period.

Investment Performance

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated as follows:

Mutual funds	\$ 4,119,129
Stable value fund	<u>521,907</u>
Net appreciation in fair value of investments	<u>\$ 4,641,036</u>

Note 5 - Investment Contract:

The Plan has entered into an investment contract with Wells Fargo Bank, N.A via an investment in the Wells Fargo Collective Stable Return Fund (N3) (the "Fund"). The Fund has invested all of its assets in Wells Fargo Stable Return Fund G, a collective trust fund sponsored by Wells Fargo Bank, N.A. The Wells Fargo Stable Return Fund G is a fully benefit-responsive contract that invests in investment contracts and security-backed contracts. These securities are wrapped by a contract value guarantee that insures that participant initiated withdrawals from the Fund will be paid at book value. The average yield was 2.76% for the year ended December 31, 2010.

<u>Average Yield</u>	2010	2009
Based on actual earnings	2.76%	2.74%
Based on interest rate credited to participants	2.90%	3.32%

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements
For The Year Ended December 31, 2010

Note 6 - Fair Value Measurements:

Financial Accounting Standards Board Statement (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2010 and 2009.

Common/collective trust: Valued at the daily net asset value ("NAV") of units held in the common/collective trust fund which invested all of its assets in Wells Fargo Stable Return Fund ("Fund G"). Fund G invests in investment contracts and security-backed contracts. (see Note 5 - Investment Contract).

Mutual funds: Valued at the quoted NAV of shares held by the Plan at year end.

Self-directed account: Mutual funds are valued at the NAV of shares held by the Plan at year end. Money market funds are valued at amortized cost, which approximates fair value.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 6 - Fair Value Measurements: (Continued)

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

The estimated fair value of the common/collective trust is NAV, exclusive of the adjustment to contract value. The use of NAV as fair value is deemed appropriate as the collective trust funds do not have finite lives, unfunded commitments relating to these types of investments, or significant restrictions on redemptions.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2010 and 2009:

Assets at Fair Value as of December 31, 2010

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 8,138,759	\$ --	\$ --	\$ 8,138,759
Income funds	3,259,387	--	--	3,259,387
Retirement funds	6,307,209	--	--	6,307,209
Large value funds	3,835,938	--	--	3,835,938
Large blend funds	8,146,546	--	--	8,146,546
Mid-Cap value funds	1,742,452	--	--	1,742,452
Balanced funds	1,093,032	--	--	1,093,032
Small blend funds	2,861,439	--	--	2,861,439
Total mutual funds	<u>35,384,762</u>	<u>--</u>	<u>--</u>	<u>35,384,762</u>
Self-directed accounts:				
Cash and cash equivalents	9,396	--	--	9,396
Mutual funds:				
Large value funds	26,473	--	--	26,473
Latin American stock funds	28,431	--	--	28,431
Natural resources funds	22,181	--	--	22,181
Equity energy funds	58,243	--	--	58,243
Global real estate funds	15,308	--	--	15,308
Total self-directed accounts	<u>160,032</u>	<u>--</u>	<u>--</u>	<u>160,032</u>
Common/collective trust	<u>--</u>	<u>20,224,632</u>	<u>--</u>	<u>20,224,632</u>
Total assets at fair value	<u>\$35,544,794</u>	<u>\$20,224,632</u>	<u>\$ --</u>	<u>\$55,769,426</u>

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

**Notes To The Financial Statements
For The Year Ended December 31, 2010**

Note 6 - Fair Value Measurements: (Continued)

Assets at Fair Value as of December 31, 2009

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds:				
Growth funds	\$ 7,770,533	\$ --	\$ --	\$ 7,770,533
Income funds	2,024,416	--	--	2,024,416
Retirement funds	5,565,947	--	--	5,565,947
Large value funds	3,990,765	--	--	3,990,765
Large blend funds	6,525,424	--	--	6,525,424
Mid-Cap value funds	1,210,202	--	--	1,210,202
Balanced funds	968,960	--	--	968,960
Small blend funds	<u>2,924,154</u>	<u>--</u>	<u>--</u>	<u>2,924,154</u>
Total mutual funds	<u>30,980,401</u>	<u>--</u>	<u>--</u>	<u>30,980,401</u>
Self-directed accounts:				
Cash and cash equivalents	11,219	--	--	11,219
Mutual funds:				
Intermediate term - bond funds	4,608	--	--	4,608
Large value funds	23,327	--	--	23,327
High yield bond funds	2,725	--	--	2,725
Latin American stock funds	24,406	--	--	24,406
Natural resources funds	18,021	--	--	18,021
Equity energy funds	49,879	--	--	49,879
Global real estate funds	<u>12,997</u>	<u>--</u>	<u>--</u>	<u>12,997</u>
Total self-directed accounts	<u>147,182</u>	<u>--</u>	<u>--</u>	<u>147,182</u>
Common/collective trust	<u>--</u>	<u>18,071,833</u>	<u>--</u>	<u>18,071,833</u>
Total assets at fair value	<u>\$31,127,583</u>	<u>\$18,071,833</u>	<u>\$ --</u>	<u>\$49,199,416</u>

Note 7 - Related Party Transactions:

Plan assets include investments in funds managed by Wells Fargo Bank, N.A. Wells Fargo Bank, N.A. is the Plan's trustee and, as such, transactions with the trustee qualify as party-in-interest transactions. Personnel and facilities of the Company have been used to perform administrative functions for the Plan at no charge to the Plan.

Note 8 - Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions, if any, at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their account balances.

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Notes To The Financial Statements For The Year Ended December 31, 2010

Note 9 - Tax Status:

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated November 5, 2009, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Note 10 - Reconciliation of Financial Statements to Form 5500:

The Annual Return/Report of Employee Benefit Plan (the "Form 5500") is prepared on the modified cash basis. Accordingly, certain balances included on Schedule H (Part I and II) of the Form 5500 differ from those included in these financial statements. Contributions in the statement of changes in net assets available for benefits differ from contributions in the Form 5500 by the change in the amount of contributions accrued and the amount of plan assets merging out of the Plan as of December 31. The ending net asset balances are reconciled as follows:

	2010	2009
Net assets available for benefits per the Form 5500	\$ --	\$ 50,285,656
Employer contributions receivable	430,963	1,085,220
Participant contributions receivable	--	37,355
Plan assets merging out of the Plan	<u>56,568,932</u>	<u>--</u>
Net assets available for benefits per the financial statements	<u>\$ 56,999,895</u>	<u>\$ 51,408,231</u>

Note 11 - Subsequent Event:

Effective January 24, 2011, assets of the AIS Plan Trust were transferred into assets held in trust with Fidelity Management Trust Company serving as trustee (the "Goodrich Plan Trust").

ATLANTIC INERTIAL SYSTEMS INC. 401(k) RETIREMENT SAVINGS PLAN

Form 5500 - Schedule H, Line 4i

Schedule I - Schedule of Assets (Held at End of Year)

December 31, 2010

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Wells Fargo Bank, N.A.	Collective Stable Return Fund (N3)	**	\$ 19,789,152
	American Funds	American Europacific Growth (R6) Fund	**	3,321,904
	American Funds	The Growth Fund of America (R6) Fund	**	2,069,373
	Artisan Funds	Artisan Mid Cap (Inv) (Fund)	**	2,747,482
	Dodge & Cox Funds	Dodge & Cox Income Fund	**	2,985,301
	Dodge & Cox Funds	Dodge & Cox Stock Fund	**	3,835,938
	Fidelity	Fidelity Contra Fund	**	5,235,908
	Lord.Abbett & Co.	Lord Abbett Mid Cap Value (I) Fund	**	1,742,452
	T. Rowe Price	T. Rowe Price Retirement Income Fund	**	274,086
	T. Rowe Price	T. Rowe Retirement 2010 Fund	**	1,100,497
	T. Rowe Price	T. Rowe Retirement 2020 Fund	**	2,784,323
	T. Rowe Price	T. Rowe Retirement 2030 Fund	**	1,828,095
	T. Rowe Price	T. Rowe Retirement 2040 Fund	**	450,896
	T. Rowe Price	T. Rowe Retirement 2050 Fund	**	143,398
	Vanguard	Vanguard 500 Index (Signal) Fund	**	2,910,638
	Vanguard	Vanguard Wellington (Admiral) Fund	**	1,093,032
*	Wells Fargo Bank, N.A.	Advantage Small Cap Opportunities (Admin) Fund	**	2,861,439
*	Plan Participants	Participant Loans 4.25% - 9.25% with various terms	-	1,234,986
	Subtotal			<u>56,408,900</u>
	Various	Cash and Cash Equivalents Self-Directed Accounts	**	9,396
	Various	Mutual Funds Self-Directed Accounts	**	<u>150,636</u>
	Total Self-Directed Accounts			<u>160,032</u>
	Total Investments			<u>\$ 56,568,932</u>

*Denotes party-in-interest

**Cost information is not applicable for participant directed investments.

Employer Identification Number: 95-2479942

Plan Number: 001

Information was derived from information certified as complete and accurate by Wells Fargo Bank, N.A.

Effective December 31, 2010, the Plan was merged into the Goodrich Corporation Employees' Savings Plan.

Upon the effective time of the merger, the assets of the Plan were held in trust with Wells Fargo Bank, N.A. serving as trustee.

Total investments reported on Schedule H of Form 5500 are \$0 due to the merger effective December 31, 2010.