

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</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>GOODRICH CORPORATION EMPLOYEES PENSION PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>04/01/1934</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>GOODRICH CORPORATION</u> <u>FOUR COLISEUM CTR, 2730 W TYVOLA RD</u> <u>CHARLOTTE, NC 28217</u>	2b Employer Identification Number (EIN) <u>34-0252680</u> 2c Sponsor's telephone number <u>704-423-7000</u> 2d Business code (see instructions) <u>336410</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	<u>Filed with authorized/valid electronic signature.</u>	<u>06/26/2012</u>	<u>KENNETH LEVINE</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>06/25/2012</u>	<u>KEVIN HESLIN</u>
	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

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") GOODRICH CORPORATION FOUR COLISEUM CTR, 2730 W TYVOLA RD CHARLOTTE, NC 28217	3b Administrator's EIN 34-0252680 3c Administrator's telephone number 704-423-7000
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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	39149
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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	7357
b Retired or separated participants receiving benefits.....	6b	17043
c Other retired or separated participants entitled to future benefits.....	6c	11365
d Subtotal. Add lines 6a , 6b , and 6c	6d	35765
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2629
f Total. Add lines 6d and 6e	6f	38394
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	10

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:

1A 1G 3F 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **0** **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **D** (DFE/Participating Plan Information)
- (6)** ☐ **G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

A Name of plan <u>GOODRICH CORPORATION EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GOODRICH CORPORATION</u>	D Employer Identification Number (EIN) <u>34-0252680</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information		
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2011</u>			
2 Assets:			
a Market value	2a <u>1945055946</u>		
b Actuarial value	2b <u>1844301155</u>		
3 Funding target/participant count breakdown:			
a For retired participants and beneficiaries receiving payment	3a <u>19563</u>	(1) Number of participants	(2) Funding Target
b For terminated vested participants	3b <u>11850</u>		<u>1164039716</u>
c For active participants:			
(1) Non-vested benefits	3c(1)		<u>320429681</u>
(2) Vested benefits	3c(2)		<u>28235191</u>
(3) Total active	3c(3)	<u>7736</u>	<u>492002545</u>
d Total	3d	<u>39149</u>	<u>520237736</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐		
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	<u>6.23</u> %	
6 Target normal cost	6	<u>48144379</u>	

Statement by Enrolled Actuary

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

SIGN HERE	<u>05/03/2012</u>
Signature of actuary	Date
<u>LYNNETTE VAUGHN</u>	<u>11-06464</u>
Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA INC.</u>	<u>704-620-6480</u>
Firm name	Telephone number (including area code)
<u>150 N. COLLEGE STREET, SUITE 3050</u> <u>CHARLOTTE, NC 28202</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	164093945	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	164093945	0
10 Interest on line 9 using prior year's actual return of <u>14.49</u> %	23777213	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		158408279
b Interest on (a) using prior year's effective rate of <u>6.64</u> % except as otherwise provided (see instructions)		10518310
c Total available at beginning of current plan year to add to prefunding balance		168926589
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	187871158	0

Part III Funding percentages		
14 Funding target attainment percentage	14	82.62 %
15 Adjusted funding target attainment percentage	15	82.62 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	89.05 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
03/21/2011	22300000	0			
02/27/2012	16600000	0			
			Totals ►	18(b)	38900000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	37489883
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	48144379	
b Excess assets, if applicable, but not greater than 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	348277136	62981065	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	111125444	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	73723952	0	73723952
36 Additional cash requirement (line 34 minus line 35)	36	37401492	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	37489883	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	88391	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	88391	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>GOODRICH CORPORATION EMPLOYEES PENSION 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>GOODRICH CORPORATION</u>	D Employer Identification Number (EIN) <u>34-0252680</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

GOODRICH CORP MSTR TST FOR PENSION

83-0487146

(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?
99	MASTER TRUST	9342981	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	CONTRACT ADMINISTRATOR	1686346	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	ACTUARY	229870	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

SUMMIT RETIREMENT PLAN SERVICES

31-1498244

(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?
17	CONSULTING (PENSION)	126287	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ERNST & YOUNG

34-6565596

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	AUDITOR	45600	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BUCK CONSULTANTS

13-3954297

(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?
17	CONSULTING (PENSION)	39960	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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>GOODRICH CORPORATION EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GOODRICH CORPORATION</u>	D Employer Identification Number (EIN) <u>34-0252680</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: GOODRICH CORP. MSTR TST FOR PEN

b Name of sponsor of entity listed in (a): GOODRICH CORPORATION

c EIN-PN <u>83-0487146-012</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1991999909</u>
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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)
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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)
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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)
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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)
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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)
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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):

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan GOODRICH CORPORATION EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 GOODRICH CORPORATION	D Employer Identification Number (EIN) 34-0252680	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	16600000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	1945055946	1991999909
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1945055946	2008599909

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	2362747	2833354
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2362747	2833354

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1942693199	2005766555
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	38900000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		38900000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock		2b(2)(A)	
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds		2b(4)(A)	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		174005873
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		212905873

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	136707573	
(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)		136707573
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)	2129030	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	10995914	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		13124944
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		149832517

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		63073356
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

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

(1) Name: ERNST & YOUNG

(2) EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		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.).....			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>GOODRICH CORPORATION EMPLOYEES PENSION 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>GOODRICH CORPORATION</u>	D Employer Identification Number (EIN) <u>34-0252680</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>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>66</u>

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete 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: 62.2% Investment-Grade Debt: 30.3% High-Yield Debt: 0.0% Real Estate: 5.3% Other: 2.2%

- 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):

Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680
Plan Number: 001

FINANCIAL STATEMENTS

Goodrich Corporation Employees' Pension Plan
Years Ended December 31, 2011 and 2010
With Report of Independent Auditors

Ernst & Young LLP



Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680
Plan Number: 001

Goodrich Corporation Employees' Pension Plan

Financial Statements

Years Ended December 31, 2011 and 2010

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Goodrich Corporation Employees' Pension Plan

EIN: 34-0252680

Plan Number: 001



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Report of Independent Auditors

The Goodrich Corporation
Benefit Design and Administration Committee
Goodrich Corporation Employees' Pension Plan

We were engaged to audit the accompanying statements of net assets available for benefits of the Goodrich Corporation Employees' Pension Plan as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 5, which was certified by the Bank of New York Mellon, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 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 as a whole. The form and content of the information included in the financial statements, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

June 19, 2012

Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680
Plan Number: 001

Goodrich Corporation Employees' Pension Plan

Statements of Net Assets Available for Benefits

	December 31	
	2011	2010
Assets		
Investments, at fair value (Notes 1 and 5):		
Investment in The Goodrich Corporation Master		
Trust for Qualified Employee Benefit Plans	1,991,999,909	1,945,055,946
Receivables:		
Employer contributions receivable	16,600,000	—
Total assets	2,008,599,909	1,945,055,946
Liabilities		
Accrued administrative expenses	2,833,354	2,362,747
Net assets available for benefits	\$ 2,005,766,555	\$ 1,942,693,199

Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680
Plan Number: 001

Goodrich Corporation Employees' Pension Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2011	2010
Additions		
Employer contributions	\$ 38,900,000	\$ 267,735,064
Plan interest in net investment income of The Goodrich Corporation Master Trust for Qualified Employee Benefit Plans (Note 5)	174,005,873	231,756,948
Total additions	<u>212,905,873</u>	<u>499,492,012</u>
Deductions		
Benefits paid directly to participants	136,707,573	137,160,860
Administrative expenses	13,124,944	13,108,454
Total deductions	<u>149,832,517</u>	<u>150,269,314</u>
Net increase (decrease)	63,073,356	349,222,698
Net assets available for benefits at beginning of year	<u>1,942,693,199</u>	<u>1,593,470,501</u>
Net assets available for benefits at end of year	<u><u>\$ 2,005,766,555</u></u>	<u><u>\$ 1,942,693,199</u></u>

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Goodrich Corporation Employees' Pension Plan

Notes to Financial Statements

December 31, 2011

1. Significant Accounting Policies

Basis of Accounting

The financial statements of Goodrich Corporation Employees' Pension Plan (Plan) are prepared on the accrual basis.

Reclassifications

Certain amounts in the prior year financial statement have been reclassified to conform to the current year presentation.

New Accounting Guidance Adopted in 2011

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements*, (ASU 2010-06). ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The requirement to present changes in Level 3 measurements on a gross basis is effective for reporting periods beginning after December 15, 2010. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not have an effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

New Accounting Guidance Not Yet Adopted

In May 2011, new accounting guidance was issued which will be included in ASC 820. This guidance amends the requirements for measuring fair value and disclosing information about fair value measurements and is effective for the Plan on January 1, 2012. Upon adoption, Goodrich Corporation (Company or Plan Sponsor) management does not currently expect this new guidance to have a material impact on the Plan's net assets available for benefits or its changes in net assets available for benefits. The Company will include the enhanced disclosures upon adoption.

Valuation of Investments

The Plan's interest in the Goodrich Corporation Master Trust for Qualified Employee Benefit Plans (Master Trust), a master investment trust administered by The Bank of New York Mellon (Trustee), is based on the value of participation units of the Master Trust as certified by the Trustee. Investments of the Master Trust are stated at fair value. The Plan's assets are presented

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Notes to Financial Statements (continued)

1. Significant Accounting Policies (continued)

at the fair value of the underlying value of the Master Trust investments. The fair value of the Plan's interest in investment income/loss and realized and unrealized appreciation/depreciation in the fair value of investments in the Master Trust was allocated to the Plan based on its percentage interest in the Master Trust. The underlying investments of the Master Trust are valued as follows:

Derivatives

Derivatives are exchange-traded or over-the-counter and include currency, interest rate and commodity futures, forward currency contracts, swaps and options for equities, fixed income, commodities and currency, and derivatives of equity and fixed income securities. Derivatives held by the Master Trust are not designated as hedging instruments under ASC 815. The derivative instruments are valued using a market approach based on prices obtained from primary or secondary exchanges for exchange-traded derivatives or using proprietary pricing models which incorporate observable inputs including volatility, spot prices, swap curves and other market- corroborated inputs. Realized gains and losses and changes in fair value of the derivatives are reflected currently. Derivatives are used to manage portions of the interest rate and currency exposures, to gain asset class exposure while maintaining liquidity and to exploit relative performance across asset classes or markets.

Derivatives in the fair value table are exchange-traded equity and bond futures contracts held within the U.S. Plans to manage interest rate exposure and to maintain asset class exposure to equities and fixed income while maintaining liquidity for benefit payments. These derivatives require initial margin and daily settlement of gains and losses and are presented at net fair value.

Derivatives are also held by commingled funds in the Global Tactical Asset Allocation (GTAA) portfolio to gain currency and commodity exposures. Equity, fixed income and currency derivatives, including swaps and options, are used within the absolute return strategies to exploit relative performance across asset classes or markets. Commodity futures and swaps are used within the commodity strategies. These derivatives are shown within the commingled strategies to which they relate. Futures contracts are exchange-traded. Forwards, swaps and options are over-the-counter (OTC) with high-quality counterparties and exposure limits to any single counterparty and generally are short-term to minimize counterparty risk.

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Notes to Financial Statements (continued)

1. Significant Accounting Policies (continued)

Derivatives are held within the separate account funds that invest in international equities to manage risk and enhance total return related to investments in securities denominated in currencies other than the Plans' currencies. These derivatives are OTC with high-quality counterparties and exposure limits to any single counterparty and generally are short-term to minimize counterparty risk. These derivatives are classified at net fair value as other assets.

The notional amounts and fair values of derivative instruments held by the Master Trust as of December 31, 2011 and 2010 are presented below:

December 31, 2011						
		Notional		Fair Value		
	Classification	Assets	Liabilities	Asset	Liability	Net
Foreign currency forwards	Receivable related to investment transactions	\$ 482,303,640	\$ (478,511,208)	\$ 482,303,640	\$ (478,511,208)	\$ 3,792,432
Equity futures	Derivatives	84,508,309	(50,062,300)	2,324,202	(481,043)	1,843,159
Bond futures	Derivatives	645,902,329	(160,934,871)	9,187,485	(2,535,345)	6,652,140
December 31, 2010						
		Notional		Fair Value		
	Classification	Assets	Liabilities	Asset	Liability	Net
Foreign currency forwards	Receivable related to investment transactions	\$ 472,399,737	\$ (467,951,504)	\$ 472,399,737	\$ (467,951,504)	\$ 4,448,233
Equity futures	Derivatives	77,327,462	(48,284,648)	751,895	(1,051,045)	(299,150)
Bond futures	Derivatives	183,994,290	(111,998,114)	630,065	(4,333,750)	(3,703,685)

Commingled Funds (Applicable to Money Market, Equity, Fixed Income, Commodity, Securities Lending Collateral, and Real Estate Investments)

The commingled funds are institutional investment instruments valued at the fair value of the ownership interests in the funds. The Net Asset Value (NAV) per unit which is provided by the fund administrator is the primary input into the valuation of the ownership interest. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, divided by the number of shares outstanding. Commingled investment funds generally are valued based upon the observability of the prices or inputs used to value the underlying portfolio instruments.

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Notes to Financial Statements (continued)

1. Significant Accounting Policies (continued)

The underlying assets of the real estate commingled fund investments are valued using unobservable inputs from the investment manager and valuation techniques that include annual third party appraisals, comparable transactions, discounted cash flow valuations models and observable market data. Unobservable inputs include prices of sales of similar properties, estimates of rental income, discount rates, residual value estimates and estimates of reproduction or replacement costs. Withdrawal from the real estate commingled funds is permitted only at the end of the quarter.

The underlying assets of the non-real estate commingled fund investments are money market, U.S. and non-U.S. equity, U.S. and non-U.S. fixed income, and commodity financial instruments or investments in commingled funds that invest in these underlying assets. These instruments are valued principally using a market approach based on quoted prices obtained from the primary or secondary exchanges on which they are traded. When market prices are not available, fair value is based on indicative quotes from brokers and proprietary pricing models combined with observable market inputs, including unadjusted quotes in active markets or quoted prices for similar assets or other observable inputs including, but not limited to, transactions activity, interest rates, yield curves, spot prices, prepayment speeds and default rates. These funds generally have daily liquidity.

In addition to the NAV, consideration is given to any specific rights or obligations that pertain to investments in the commingled fund, which if deemed significant, may adjust the fair value of the ownership interest and result in a lower, less observable fair value hierarchy level. There are no significant specific rights or obligations pertaining to these commingled funds that require an adjustment to the fair value.

Equity

Individual equity securities, including common stock, real estate investment trusts (REITS), preferred stock, rights and warrants, are valued using a market approach primarily based on quoted prices obtained from the primary or secondary U.S. and non-U.S. exchanges on which they are traded. Investments in exchange-traded securities are valued at the closing prices on the last trading day of the year.

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Notes to Financial Statements (continued)

1. Significant Accounting Policies (continued)

Fixed Income

Fixed income securities, including U.S. treasuries and U.S. and non-U.S. government, corporate and asset-backed and mortgage-backed securities and commercial paper, are valued using a market approach primarily based on prices obtained from the primary or secondary exchanges on which they are traded. When market prices are not available, these instruments are valued using a market approach based on (1) market transactions for identical or comparable securities and various relationships between securities which are generally recognized by institutional traders, including consideration of yield or price of securities of comparable quality, coupon, maturity and type or (2) based on quotes from bankers, brokers, dealers or other qualified appraisers. Fair value is within a "bid-ask spread" and is considered to be the price at which the security would be exited. Certain securities may be valued using an income approach based on cash flows and observable inputs such as discount rates, industry research reports, the value of underlying assets or guarantees and issue structure.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 4, *Accumulated Plan Benefits*) are those estimated future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to services rendered by covered employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on the employees' average compensation during the highest 48 consecutive months out of 120 months of credited service ending on the participant's retirement or termination date. The accumulated plan benefits for active employees are generally based on their average compensation during the 48 months preceding the valuation date. Benefits payable under all circumstances—retirement, death and termination of employment—are included to the extent they are deemed attributable to employee service rendered to the valuation date.

Use of Estimates

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

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Goodrich Corporation Employees' Pension Plan

Notes to Financial Statements (continued)

2. Description of the Plan

The Plan is a defined benefit plan that covers certain employees of the Company and certain of its subsidiaries and provides for retirement and survivor benefits. The Company contributes such amounts as are necessary to provide assets sufficient (see Note 3, *Funding Policy*) to meet the benefits to be paid to Plan participants.

The Company has the right under the Plan to discontinue such contributions at any time and terminate the Plan. In the event of a termination of the Plan, the net assets of the Plan will be distributed to the participants based on priorities established by the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Generally, the net assets would be set aside first for the payment of vested benefits and then for the payment of accrued but nonvested benefits.

To the extent that assets were not available to pay these benefits, distributions would be made on a pro-rata basis; however, the Pension Benefit Guaranty Corporation (PBGC) guarantees the payment of all nonforfeitable basic benefits, subject to certain limitations prescribed by ERISA. Any amount of Plan assets remaining after the payment of all vested and nonvested benefits would be returned to the Company.

Additional information about the Plan, the vesting and benefit provisions provided by the Plan, and the PBGC's benefit guarantee is contained in the Summary Plan Description and Plan documents. Copies of these documents are available from the Company's human resource department.

3. Funding Policy

The Company's funding policy is to contribute amounts at least sufficient to satisfy regulatory funding standards but which do not exceed the maximum tax deductible contribution limit. Effective January 1, 2008, the Pension Protection Act of 2006 (PPA) amended ERISA and significantly changed the rules used to determine minimum funding requirements for qualified defined benefit pension plans in the United States. The funding targets contained in the PPA are generally consistent with the Company's internal targets. The Plan's funding objectives include avoidance of benefit restrictions under the PPA, which begin if the Plan's Adjusted Funding Target Attainment Percentage (AFTAP) falls below 80%. Additionally, the Plan's funding objectives include avoidance of at-risk status designation of the Plan, which begins if (1) the Plan's AFTAP falls below 80% and (2) the Plan's AFTAP falls below 70% when using more conservative retirement assumptions prescribed by the PPA. The Company's independent actuary has certified the Plan's AFTAP was at 82.62% as of January 1, 2011 which was above these thresholds to avoid these restrictions.

Goodrich Corporation Employees' Pension Plan
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Notes to Financial Statements (continued)

3. Funding Policy (continued)

Under the PPA, minimum funding requirements require an employer contribution to the Plan sufficient to fund the Plan's target normal cost (including administrative expenses) and if a plan's AFTAP falls below 100% for 2011, amortization of the funding shortfall. The Plan has met minimum funding requirements prescribed by ERISA as amended.

4. Accumulated Plan Benefits

The Company's independent actuary estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The actuarial calculations were made using the accrued benefit cost method.

The accumulated plan benefit information for the Plan as of December 31, 2010 is as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving benefits

\$ 1,009,201,598

Other participants

613,219,074

Total vested benefits

1,622,420,672

Nonvested benefits

14,663,254

Total accumulated plan benefits

\$ 1,637,083,926

Goodrich Corporation Employees' Pension Plan
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Notes to Financial Statements (continued)

4. Accumulated Plan Benefits (continued)

The change in the actuarial present value of accumulated plan benefits during 2010 is as follows:

Actuarial present value, December 31, 2009	\$ 1,515,749,587
Increase due to:	
Additional benefits accumulated	32,887,948
Decrease in discount period	126,753,122
Assumption changes	103,152,574
Plan amendment	763,225
Decrease due to:	
Experience gain	(5,061,670)
Benefits paid	(137,160,860)
Actuarial present value, December 31, 2010	<u>\$ 1,637,083,926</u>

The increase in accumulated plan benefits from assumption changes was due primarily to the change in the discount rate and mortality table. A discount rate of 8.75%, used during 2009, was lowered to 8.25% for 2010. The mortality table was changed to extend projections to 2020 without phase-out. The increase in the accumulated plan benefits from Plan amendments was due primarily to updated negotiated benefit levels for union employees. The decrease in accumulated plan benefits from experience gains was due primarily to pay increases which were less than expected.

Significant assumptions underlying the actuarial computations were as follows:

Interest rate	8.25%, net of expenses
Average retirement age	63
Mortality	RP 2000 Healthy Combined Mortality Table with full projections to 2020 using Scale AA

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

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Notes to Financial Statements (continued)

5. Investments

The Plan's investments are held by the Master Trust in a bank-administered trust fund which was established for the investment of assets of the Plan and other retirement plans sponsored by the Company. All investment information disclosed in the accompanying financial statements and notes, including investments held at December 31, 2011 and 2010, and net appreciation/depreciation in fair value of investments, interest and dividends, and administrative expenses paid by the Master Trust for the years ended December 31, 2011 and 2010, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by the Trustee.

As of December 31, 2011 and 2010, the investment in the Master Trust represents the Plan's proportionate interest in the assets of the Master Trust. The Plan's investment in the Master Trust represented 75.4% and 75.5% of the total net assets of the Master Trust at December 31, 2011 and 2010, respectively.

The Company defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following three levels of inputs are used to measure fair value:

Level 1 — quoted prices in active markets for identical assets and liabilities.

Level 2 — observable inputs other than quoted prices in active markets for identical assets and liabilities.

Level 3 — unobservable inputs in which there is little or no market data available, which require the Plan to develop its own assumptions.

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Notes to Financial Statements (continued)

5. Investments (continued)

The tables below present the classes and fair value levels for the assets of the total Master Trust as of the end of each Plan year, December 31, 2011 and 2010.

	Balance December 31, 2011	Level 1	Level 2	Level 3
Investments at fair value				
Derivatives	\$ 8,495,299	\$ 8,495,299	\$ —	\$ —
Short term investments				
Commingled money market funds	166,377,271	—	166,377,271	—
Commingled collateral held under securities lending agreements	9,430,593	—	9,430,593	—
U.S. treasuries	23,152,832	—	23,152,832	—
Equity				
Common stock/REITs	719,895,204	719,895,204	—	—
Common stock – loaned	(9,699,443)	(9,699,443)	—	—
Commingled equity funds	445,819,103	—	445,819,103	—
Fixed income				
U.S. treasuries	161,628,275	161,628,275	—	—
Government, corporate & asset backed obligations	584,167,425	—	584,167,425	—
Corporate obligations – loaned	(158,767)	—	(158,767)	—
Commingled fixed income funds	232,082,751	—	232,082,751	—
Commingled real estate funds	205,698,772	—	—	205,698,772
Commingled commodity fund	88,337,660	—	88,337,660	—
Securities on loan	9,858,210	9,699,443	158,767	—
	<u>\$ 2,645,085,185</u>	<u>\$ 890,018,778</u>	<u>\$ 1,549,367,635</u>	<u>\$ 205,698,772</u>
Other assets				
Cash and cash equivalents	1,933,894			
Net receivable (payable) related to investment transactions	4,374,305			
Obligations under securities lending agreements	<u>(10,103,229)</u>			
Total investments at fair value	<u>\$ 2,641,290,155</u>			

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Notes to Financial Statements (continued)

5. Investments (continued)

	Balance December 31, 2010	Level 1	Level 2	Level 3
Investments at fair value:				
Derivatives	\$ (4,002,835)	\$ (4,002,835)	\$ —	\$ —
Short term investments				
Commingled money market funds	137,469,951	—	137,469,951	—
Commingled collateral held under securities lending agreements	65,013,606	—	65,013,606	—
Equity				
Common stock/REITs	932,622,525	932,622,525	—	—
Common stock – loaned	(49,469,182)	(49,469,182)	—	—
Commingled equity funds	626,669,999	—	626,669,999	—
Fixed income				
U.S. treasuries	66,481,833	66,481,833	—	—
Government, corporate & asset backed obligations	438,764,968	—	438,764,968	—
U.S. government securities – loaned	(1,268,579)	(1,223,492)	(45,087)	—
Corporate obligations – loaned	(13,157,243)	—	(13,157,243)	—
Commingled fixed income funds	202,423,003	—	202,423,003	—
Commingled real estate funds	135,504,984	—	—	135,504,984
Commingled commodity fund	24,801,225	—	24,801,225	—
Securities on loan	63,895,004	50,692,674	13,202,330	—
	<u>\$ 2,625,749,259</u>	<u>\$ 995,101,523</u>	<u>\$ 1,495,142,752</u>	<u>\$ 135,504,984</u>
Other Assets:				
Cash and cash equivalents	6,323,007			
Net receivable (payable) related to investment transactions	8,505,303			
Obligations under securities lending agreements	<u>(65,686,242)</u>			
Total investments at fair value	<u>\$ 2,574,891,327</u>			

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Notes to Financial Statements (continued)

5. Investments (continued)

The table below sets forth a summary of the changes in the fair value of the total Master Trust's Level 3 investments, which are real estate investments:

	Year Ended December 31	
	2011	2010
	<i>(Dollars in Millions)</i>	
Fair value at the beginning of the year	\$ 135.5	\$ 125.9
Acquisitions	53.3	7.8
Dispositions	—	(7.8)
Realized gain (loss)	—	(1.0)
Change in fair value	16.9	10.6
Transfers in (out)	—	—
Fair value at the end of the year	<u>\$ 205.7</u>	<u>\$ 135.5</u>

The realized gain (loss) and the change in fair value of these investments were reflected in the "Plan interest in net investment income of the Goodrich Corporation Master Trust for Qualified Employee Benefit Plans" line on the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010.

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Notes to Financial Statements (continued)

5. Investments (continued)

Net appreciation (depreciation) in fair value for each asset in the total Master Trust for each Plan year is presented below:

	Year Ended December 31	
	2011	2010
	<i>(Dollars in Millions)</i>	
Level 1 – determined by quoted prices		
Derivatives	\$ 131.6	\$ 20.4
Common stock / REITs	(51.2)	98.9
U. S. treasuries	26.6	2.0
Level 2 – determined by observable inputs		
Government, corporate and asset/mortgage backed obligations	52.3	23.1
Commingled money market fund	—	6.6
Commingled equity and fixed income funds	3.9	96.8
Commingled commodity funds	(8.8)	2.6
Level 3 – determined by unobservable inputs		
Commingled real estate funds	25.2	9.6
Net appreciation (depreciation) in fair value	<u>\$ 179.6</u>	<u>\$ 260.0</u>

The effect of derivative instruments on net appreciation (depreciation) in fair value is as follows:

	Year Ended December 31	
	2011	2010
	<i>(Dollars in Millions)</i>	
Foreign currency forwards	\$ 0.7	\$ 10.4
Equity futures	1.4	2.4
Bond futures	129.5	7.6
Net derivative appreciation (depreciation)	<u>\$ 131.6</u>	<u>\$ 20.4</u>

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Notes to Financial Statements (continued)

5. Investments (continued)

A summary of the total Master Trust's activity for each Plan year is presented below:

	Year Ended December 31	
	2011	2010
	<i>(Dollars in Millions)</i>	
Assets payable to participating plans at beginning of year	\$ 2,574,891,327	\$ 2,067,446,246
Transfers in related to employer contributions	30,300,000	392,000,000
Investment income (loss):		
Earned income – interest, dividends and other income	50,966,576	49,737,550
Net realized and unrealized appreciation (depreciation) in fair value of investments	179,592,544	259,960,576
	230,559,120	309,698,126
Distributions to participating plans	(194,460,292)	(194,253,045)
Assets payable to participating plans at end of year	\$ 2,641,290,155	\$ 2,574,891,327

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Notes to Financial Statements (continued)

6. Net Asset Value per Share

The following is a summary of the Master Trust investments in commingled funds that use the NAV per ownership unit to estimate fair value for the years ended December 31, 2011 and 2010:

Money Market Assets – include demand and short-term notes, U.S. Treasury and other short-term government obligations, commercial paper and other money market instruments held in collective trusts. The funds aim to provide interest income while preserving a NAV of \$1 per share. Valuations may be suspended when the New York Stock Exchange (NYSE) or any relevant exchange is closed, when trading on the NYSE or relevant exchange is restricted or as permitted by an appropriate regulatory agency.

Redemption Frequency	Redemption Notice Period	December 31, 2011		December 31, 2010	
		Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitments
Daily	1 day	\$ 120,802,769	\$ –	\$ 140,039,301	\$ –

Global Equity Investments – include investments in equity securities held by collective trusts. The funds invest in U.S. equity securities that track the performance of the S&P 500® Index and non-U.S. equity securities that track the Morgan Stanley Capital Index (“MSCI”) Emerging Markets Index and the MSCI EAFE Index. Valuations may be suspended when the NYSE or any relevant exchange is closed, when trading on the NYSE or relevant exchange is restricted or as permitted by an appropriate regulatory agency.

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Notes to Financial Statements (continued)

6. Net Asset Value per Share (continued)

Redemption Frequency	Redemption Notice Period	December 31, 2011		December 31, 2010	
		Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitments
Daily	1 day	\$ 287,557,831	\$ –	\$ 452,617,479	\$ –

GTAA – seeks to outperform a static mix of various asset classes and markets by investing in a variety of daily valued funds to tactically gain exposure to certain U.S. and international equity, fixed income and commodities markets, including the use of long and short positions in physical securities and derivatives. The portion of the GTAA assets that are invested in commingled funds may invest in funds of the Collective Trust of the Bank of New York, including the EB DV International Stock Index Fund, the EB DV All Country World Index (“ACWI”) ex-US Fund, the EB DV ACWI Fund, the EB DV Stock Index Fund, the EB DV Mid Cap Stock Index Fund, the EB Long-Term Government Bond Index Fund, the EB Long Term Credit Bond Index Fund, the EB DV Emerging Markets Stock Index Fund, the EB Temporary Investment Fund, the EB DV Small Cap Stock Index Fund, the EB DV Commodity Index Fund, the EB DV Commodity Alpha Fund and the EB DV Global Inflation-Linked Bond Index Fund. Valuations may be suspended when the NYSE or any relevant exchange is closed, when trading on the NYSE or relevant exchange is restricted, as permitted by an appropriate regulatory agency or when the manager deems suspension is consistent with orderly liquidation.

Redemption Frequency	Redemption Notice Period	December 31, 2011		December 31, 2010	
		Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitments
Daily	2 days*	\$ 288,810,034	\$ –	\$ 316,406,005	\$ –

* The daily valued funds that the GTAA invests in have daily redemption frequency with a 1 day notice period.

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Notes to Financial Statements (continued)

6. Net Asset Value per Share (continued)

Fixed Income Assets – include investments in U.S. and non-U.S. debt securities, including obligations secured by mortgages or other interests in real property, held by collective trusts. Redemptions are subject to available cash and may be prorated based on the fair market value of participants' relative interests in the total net asset value of the funds as of the valuation date. Valuations may be suspended when banks in New York City are authorized or required to be closed, when the NYSE or any relevant exchange is closed, when trading on the NYSE or relevant exchange is restricted, as permitted by an appropriate regulatory agency or when the manager deems suspension is consistent with orderly liquidation.

Redemption Frequency	Redemption Notice Period	December 31, 2011		December 31, 2010	
		Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitments
Daily	1 day	\$ 161,810,344	\$ –	\$ 131,563,462	\$ –
Monthly	5 days	16,864,721	–	15,751,537	–

Real Estate Assets – include investments in private and commercial real estate through collective trusts. To the extent that redemption requests exceed available cash, distributions are prorated based on the fair market value of participants' relative interests in the total net asset value of the funds as of the valuation date prior to that quarter's redemptions.

Redemption Frequency	Redemption Notice Period	December 31, 2011		December 31, 2010	
		Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitments
Quarterly	45 days	\$ 205,698,772	\$ –	\$ 135,504,984	\$ –

During a portion of 2010, the Plan's real estate investments were subject to a redemption queue; however, this did not impact the Plan's ability to generate sufficient liquidity to service ongoing needs from other Plan investments. At December 31, 2010 there was no remaining redemption queue.

Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680
Plan Number: 001

Goodrich Corporation Employees' Pension Plan

Notes to Financial Statements (continued)

6. Net Asset Value per Share (continued)

Commodity Assets – include investments in commodity futures contracts, options and other commodity-linked financial instruments. Valuations may be suspended when any relevant exchange is authorized or required to be closed, when trading on the relevant exchange is restricted, as permitted by an appropriate regulatory agency, or when the fund manager deems suspension is consistent with orderly liquidation.

Redemption Frequency	Redemption Notice Period	December 31, 2011		December 31, 2010	
		Fair Value	Unfunded Commitments	Fair Value	Unfunded Commitments
Semi-monthly	5 days	\$ 66,201,677	\$ –	\$ –	\$ –

7. Income Tax Status

The Plan received a determination letter from the IRS dated July 17, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related Master Trust (see Note 5, *Investments*) is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Benefit Design and Administration Committee and the Benefit Plan Asset Committee of the Plan Sponsor believe the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believe that the Plan, as amended, is qualified and the related Master Trust is tax-exempt.

The Company has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. Although the Plan is subject to routine audits by taxing jurisdictions, the Company believes it is no longer subject to U.S. federal examination for years prior to 2005, and with few exceptions, state and local examinations for years before 2005.

Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680
Plan Number: 001

Goodrich Corporation Employees' Pension Plan

Notes to Financial Statements (continued)

8. Transactions With Parties-in-Interest

Certain legal and administrative expenses are paid by the Company. Administrative fees relating to accounting, actuarial, benefits administration and investment advisory services are paid by the Plan. In addition, the Plan pays certain legal fees related to the Plan design and administration. Other than as described above or pursuant to certain trust agreements (see Notes 1, *Significant Accounting Policies* and 5, *Investments*), the Plan does not have agreements or transactions with parties-in-interest.

9. Risks and Uncertainties

The Master Trust invests in various financial instruments, including derivatives, which are used by the investment managers in the normal course of managing their respective strategies. Financial instruments, including derivative financial instruments, are exposed to various risks such as interest rate risk, credit risk, counter party risk, market risk arising from changes in the prices of portfolio financial instruments, foreign currency exchange rate risk and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the financial statements.

Plan contributions are made and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

10. Securities Lending

In April 2006, the Master Trust entered into a securities lending agreement which authorizes the Trustee to engage in the lending of certain Master Trust assets. Securities lending is an investment management strategy that utilizes the existing securities (government bonds, corporate bonds or equities) of the Master Trust to earn additional income by loaning securities to a select group of approved broker-dealers. In return for the loaned securities, the Trustee simultaneously receives collateral in the form of cash or U.S. treasury bills as a safeguard against possible default of any borrower on the return of the loan. Each security lending transaction is collateralized by a margin requirement, as specified in the terms of the securities borrowing agreements, from a minimum of 102% to a maximum of 105% of the fair value of the securities loaned plus accrued interest. The collateral is marked-to-market on a daily basis to maintain the margin requirement.

Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680
Plan Number: 001

Goodrich Corporation Employees' Pension Plan

Notes to Financial Statements (continued)

10. Securities Lending (continued)

At December 31, 2011 and 2010, the Master Trust had securities on loan of \$9,858,210 and \$63,895,004, respectively, and debtors provided the Trustee with collateral totaling \$9,430,593 and \$65,013,606, respectively. Cash received by the Trustee is invested in money market securities by the Master Trust and accordingly, recorded at fair value in the financial statements with a corresponding obligation to repay the collateral in accordance with the securities borrowing agreements. There is both cash and U.S. treasury bills received as collateral. The income earned by the Master Trust under the securities lending program with the Trustee in 2011 and 2010 was \$134,399 and \$122,068, respectively.

Certain of the Plan's commingled investments also participate in securities lending activities on terms similar to those of the Master Trust securities lending agreement during a portion of 2010. One of those investments had imposed withdrawal limitations due to liquidity and valuation issues around investors' interests in the securities lending cash collateral pool held by the fund. The Plan exited this restricted fund to a non-securities lending fund with no withdrawal limitations by August 2010.

11. Pending Event

On September 21, 2011, the Company (Plan Sponsor) entered into an Agreement and Plan of Merger (Merger Agreement) with United Technologies Corporation (UTC). The merger is expected to be completed in mid-2012. The Merger Agreement provides that, upon the terms and subject to the conditions set forth in the Merger Agreement, the *Plan* Sponsor will be acquired by UTC in a cash-for-stock transaction (Merger). The Company has agreed to various covenants in the Merger Agreement, including, among other things, to conduct its business in the ordinary course consistent with past practice during the period between the execution of the Merger Agreement and the time of the Merger.

12. Subsequent Events

The Plan is required to recognize in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at the date of the statement of net assets available for benefits. The Company has evaluated subsequent events through June 19, 2012, the date these financial statements were available to be issued.

Goodrich Corporation Employees' Pension Plan

EIN: 34-0252680

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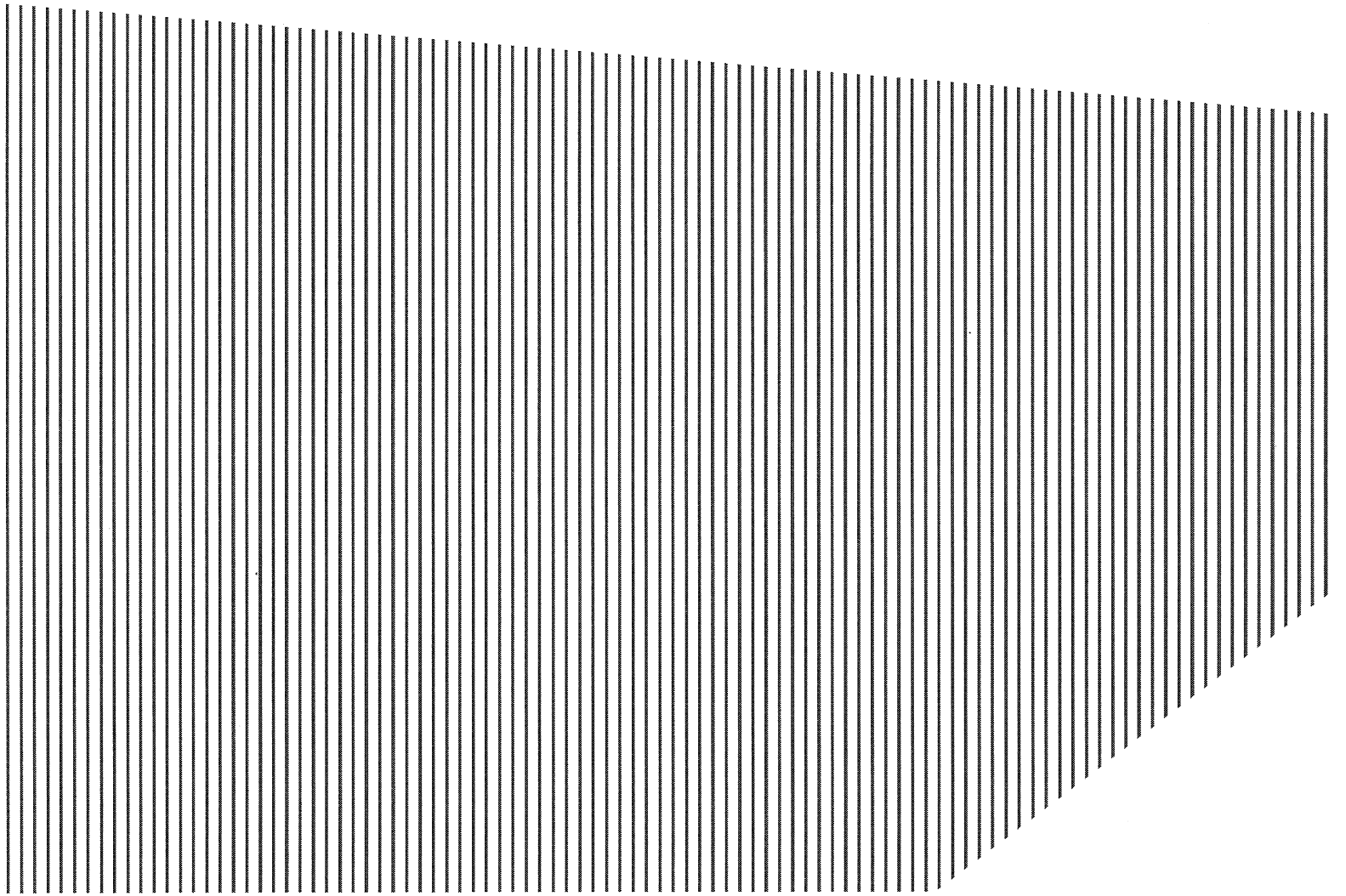
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Goodrich Corporation
Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680 PN: 001 Plan Year: 2011
Schedule SB Line 26 – Schedule of Active Participant Data

Attained Age		Completed Years of Service									
		Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
Under 25	Count	0	1	0	0	0	0	0	0	0	0
	Average Earnings										
25 to 29	Count	37	106	19	0	0	0	0	0	0	0
	Average Earnings	58,638	59,476								
30 to 34	Count	43	250	136	15	3	0	0	0	0	0
	Average Earnings	70,968	70,802	67,638							
35 to 39	Count	46	330	265	76	11	1	0	0	0	0
	Average Earnings	76,186	75,863	72,261	73,397						
40 to 44	Count	41	282	357	126	39	20	2	0	0	0
	Average Earnings	69,182	79,930	73,757	86,162	97,301	65,712				
45 to 49	Count	32	305	595	225	58	110	20	1	0	0
	Average Earnings	66,975	79,942	91,140	89,766	101,885	83,612	86,915			
50 to 54	Count	30	261	830	274	46	154	65	35	1	0
	Average Earnings	79,367	77,738	96,241	81,449	96,318	87,638	95,461	92,403		
55 to 59	Count	12	145	704	251	26	123	40	29	18	5
	Average Earnings		66,792	90,343	77,746	87,466	79,170	84,773	102,705		
60 to 64	Count	12	76	458	152	13	83	19	18	20	13
	Average Earnings		64,427	91,680	82,089		73,168			80,067	
65 to 69	Count	3	21	119	37	2	12	6	6	2	7
	Average Earnings		89,457	88,643	86,570						
70 & up	Count	0	6	38	4	0	3	0	0	0	5
	Average Earnings			88,406							

Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:

- | | |
|---|----------------|
| ▶ Applicable month | September 2010 |
| ▶ Yield curve basis | Segment Rates |
| ▶ Transition from current liability rates | No |

Interest rates:

- | | |
|---------------------------|-------|
| ▶ First segment rate | 3.78% |
| ▶ Second segment rate | 6.31% |
| ▶ Third segment rate | 6.57% |
| ▶ Effective interest rate | 6.23% |

Annual rates of increase

- | | |
|--|-----------------------------|
| ▶ Salaries | 3.25% to 7.25% ¹ |
| ▶ Future Social Security wage bases | 4.00% |
| ▶ Statutory limits on compensation | N/A |
| ▶ Interest crediting rate for cash balance account | 5.00% |

¹ Average rate of 4.00%. Rates that vary by age.

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee is hired.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality

- | | |
|------------|---|
| ▶ Healthy | Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2026 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2018 using Scale AA) |
| ▶ Disabled | Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2026 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2018 using Scale AA) |

Goodrich Corporation
Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680 PN: 001 Plan Year: 2011
Schedule SB, Part V – Statement of Actuarial Assumptions/ Methods

Termination

Rates varying by age and service

Representative Termination Rates per 1,000 participants

Number leaving during the year						
<u>Age</u>	<u>0-1</u>	<u>1-2</u>	<u>2-3</u>	<u>3-4</u>	<u>4-5</u>	<u>5 & Over</u>
25	500	250	200	200	150	150
40	350	250	150	150	100	75
55	150	100	100	100	100	75

Disability

For Goodrich rates varying by age and sex

Sample rates per 1,000 participants

Number becoming disabled during the year				
<u>Sex</u>	<u>Age 30</u>	<u>Age 40</u>	<u>Age 50</u>	<u>Age 60</u>
Male	1.200	1.470	3.565	13.800
Female	1.800	2.205	5.350	20.700

For Aerostructures, rates varying by age and sex.

Sample rates per 1,000 participants

Number becoming disabled during the year				
<u>Sex</u>	<u>Age 30</u>	<u>Age 40</u>	<u>Age 50</u>	<u>Age 60</u>
Male	0.400	1.100	4.600	16.100
Female	0.600	1.800	5.600	12.700

Retirement

Rates varying by age averaging between age 62 and 63.

Sample rates per 1,000 participants.

Number retiring during the year	
<u>Age</u>	<u>Rate</u>
55	50
62	150
65	500
71	1,000

Benefit commencement date:

▶ Preretirement death benefit	The later of the death of the active participant or the date the participant would have been eligible for early retirement
▶ Deferred vested benefit	40% of those eligible for unreduced benefits at age 62 commence at age 62, otherwise commencement assumed at age 65.
▶ Disability benefit	Upon disablement for those eligible for immediate payment or age 65 for those eligible for continued accruals.
▶ Retirement benefit	Upon termination of employment
Form of payment	Five year certain and continuous annuity for pay-related formulas. Lump sum for Rohr cash balance benefit. Life Annuity for Chandler Evans. No other optional forms of payment are assumed to be elected.
Percent married	60%
Spouse age	Wives three years younger than husbands.
Covered pay	Base pay, including 401(k) deferral plus bonus and overtime limited to the qualified plan earnings limit.
Administrative expenses	\$7,400,000 for Salaried Plan.
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefit.
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	<p>Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of fair value, including contributions receivable (discounted using the effective interest rate for the 2011 plan year).</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed value that reflect the underlying market value of plan assets but fluctuate less than market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a bias to produce an actuarial value of assets that is below the market value of assets.</p>

Benefits not valued	<p>All benefits were valued except for benefits payable in the event of future reduction in force or plant shutdowns due to the de minimus probability of paying such benefits. The potential refund of employee contributions with interest upon death before retirement and the lump sum option for former Tremco plan participants and plan amendments adopted after the valuation date are also not valued. For benefit provision with staggered effective dates, benefit level in effect at December 31, 2011 is recognized for funding. Towers Watson has reviewed the plan provisions with Goodrich and, based on that review, is not aware of any significant benefits required to be valued that were not.</p> <p>The plan pays small benefits (with a present value up to \$15,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participant benefits are valued using the form of payment assumptions described above.</p>
Change in assumptions and methods since prior valuation	<p>The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2009 to September 2010.</p> <p>The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements to comply with PPA requirements.</p> <p>The cash balance interest crediting rate assumption decreased from 6.00% to 5.00%.</p> <p>The assumed plan-related expenses added to the target normal cost for the Salaried were changed from \$5.0 million for 2010 to \$7.4 million for 2011.</p>

Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680
Plan Number: 001

SCHEDULE SB
(Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan
Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

► **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

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

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

A Name of plan <u>Goodrich Corporation Employees' Pension Plan</u>	B Three-digit plan number (PN) ► <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Goodrich Corporation</u>	D Employer Identification Number (EIN) <u>34-0252680</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2011</u>		
2 Assets:		
a Market value	2a	<u>1,945,055,946</u>
b Actuarial value	2b	<u>1,844,301,155</u>
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a <u>19,563</u>	<u>1,164,039,716</u>
b For terminated vested participants	3b <u>11,850</u>	<u>320,429,681</u>
c For active participants:		
(1) Non-vested benefits	3c(1)	<u>28,235,191</u>
(2) Vested benefits	3c(2)	<u>492,002,545</u>
(3) Total active	3c(3) <u>7,736</u>	<u>520,237,736</u>
d Total	3d <u>39,149</u>	<u>2,004,707,133</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐	
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	<u>6.23 %</u>
6 Target normal cost	6	<u>48,144,379</u>

Statement by Enrolled Actuary

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

SIGN HERE <u>Lynnette Vaughn</u> Signature of actuary	<u>5/3/2012</u> Date
<u>Lynnette Vaughn</u> Type or print name of actuary	<u>11-06464</u> Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA INC.</u> Firm name	<u>(704) 620-6480</u> Telephone number (including area code)
<u>150 N. COLLEGE STREET, SUITE 3050</u> Address of the firm	
<u>CHARLOTTE NC 28202</u>	

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

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

Schedule SB (Form 5500) 2011
v.012611

Goodrich Corporation Employees' Pension Plan

EIN: 34-0252680

Schedule SB (Form 5500) 2011

Plan Number: 001

Page **2** -

Part II	Beginning of year carryover and prefunding balances	(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	164,093,945	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8).....	164,093,945	0
10	Interest on line 9 using prior year's actual return of <u>14.49</u> %.....	23,777,213	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		158,408,279
b	Interest on (a) using prior year's effective rate of <u>6.64</u> % except as otherwise provided (see instructions).....		10,518,310
c	Total available at beginning of current plan year to add to prefunding balance.....		168,926,589
d	Portion of (c) to be added to prefunding balance.....		0
12	Other reductions in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	187,871,158	0

Part III	Funding percentages		
14	Funding target attainment percentage	14	82.62 %
15	Adjusted funding target attainment percentage	15	82.62 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	89.05 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV	Contributions and liquidity shortfalls					
18	Contributions made to the plan for the plan year by employer(s) and employees:					
	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
	03/21/2011	22,300,000				
	02/27/2012	16,600,000				
	Totals •			18(b)	38,900,000	18(c)
						0

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b	Contributions made to avoid restrictions adjusted to valuation date.....	19b 0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 37,489,883
20	Quarterly contributions and liquidity shortfalls:	
a	Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b	If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c	If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Goodrich Corporation Employees' Pension Plan

EIN: 34-0252680

Schedule SB (Form 5500) 2011

Plan Number: 001

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Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:			
a Segment rates:	1st segment: 3.78 %	2nd segment: 6.31 %	3rd segment: 6.57 %
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	48,144,379
b Excess assets, if applicable, but not greater than 31a		31b	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment	348,277,136		62,981,065
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34	111,125,444
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	73,723,952	0	73,723,952
36 Additional cash requirement (line 34 minus line 35)		36	37,401,492
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	37,489,883
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	88,391
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	88,391
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:	
a Schedule elected	☐ 2 plus 7 years ☐ 15 years
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011
42 Amount of acceleration adjustment	42
43 Excess installment acceleration amount to be carried over to future plan years	43

Goodrich Corporation
Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680 PN: 001 Plan Year: 2011
Schedule SB, line 22 - Description of Weighted Average Retirement Age

<i>Retirement Age (1)</i>	<i>Assumed Rate (2)</i>	<i>Participants At Beginning (3)</i>	<i>Participants Retiring: (2)x(3) (4)</i>	<i>(1)*(4) (5)</i>
55	0.050	1,000.00	50.00	2,750.00
56	0.050	950.00	47.50	2,660.00
57	0.050	902.50	45.13	2,572.41
58	0.050	857.37	42.87	2,486.46
59	0.050	814.50	40.73	2,403.07
60	0.075	773.77	58.03	3,481.80
61	0.075	715.74	53.68	3,274.48
62	0.150	662.06	99.31	6,157.22
63	0.150	562.75	84.41	5,317.83
64	0.150	478.34	71.75	4,592.00
65	0.500	406.59	203.30	13,214.50
66	0.250	203.29	50.82	3,354.12
67	0.250	152.47	38.12	2,554.04
68	0.500	114.35	57.18	3,888.24
69	0.500	57.17	28.59	1,972.71
70	0.500	28.58	14.29	1,000.30
71	1.000	14.29	<u>14.29</u>	<u>1,014.59</u>
			1,000.00	62,693.77
62,693.77	/	1,000	=	63.00

Plan Provisions

Goodrich Corporation Employees' Pension Plan (Salaried plan)

Plan provisions may not be the same for Accounting and Funding valuations.

Effective Date	Most recent amendment affecting the benefit provisions of the plan was dated March 1, 2011.
Covered Employees	All salaried employees hired prior to January 1, 2006 and all Pump & Engine union employees hired prior to March 1, 2011.
Participation Date	Date of becoming a covered employee. As of January 1, 2006, no new salaried participants are allowed to participate. As of March 1, 2011, no new Pump & Engine union employees are allowed to participate.

Definitions

Vesting service	Elapsed time since date of employment by Goodrich Corporation.
Benefit service	<p>Years and months of service as a covered employee as of the hire date.</p> <p>Service for employees who opted out of the plan through Retirement Choice is limited to service prior to June 30, 2006.</p> <p>No earlier than January 1985 for Carolina Rubber Hose (CRH); October 1989 for Arrowhead; January 1991 for Simmonds; June 1994 for QSI; and January 1997 for Tramco. Service for Gastonia employees includes service to date of hire at Gastonia (but not before January 1987); service for Safeway employees begins January 1994; service for Freedom Textile Chemical begins May 4, 1992; August 23, 1998 for UPCo; January 1, 1999 for Cincinnati Salaried, C.H. Patrick and Cartersville; and March 31, 1999 for AMMI; January 1, 2002 for Coltec and Aerostructures.</p>
Pensionable pay	Base pay including 401(k) deferral plus bonus plus overtime.
Final average earnings	The average of the highest 48 consecutive months out of 120 months of pensionable pay ending on the participant's termination date.
Covered compensation	The average of the Social Security taxable wage base during the highest 35-year period prior to and including the year in which the participant retires, dies or otherwise terminates employment.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65. (Age 65 with 5 years of service for Pump & Engine.)

Annual accrued benefit	<p>Benefit service beginning on January 1, 2002 times 1.15% of final average earnings plus benefit service up to 35 years times .45% of final average earnings in excess of Covered Compensation.</p> <p>For benefit service prior to January 1, 2002, the annual accrued benefit is based on the applicable prior plan formula.</p> <p>Pump & Engine, a division of Coltec, is not covered by the pay-related formula. Prior to March 1, 2003, their accrued benefit was \$30 per month multiplied by years of benefit service. As of March 1, 2003, their accrued benefit is \$33 per month multiplied by years of benefit service. As of March 1, 2006, their accrued benefit is \$38 per month multiplied by years of benefit service. As of March 1, 2011, their accrued benefit is \$43 per month multiplied by years of benefit service.</p>
Monthly preretirement Spouse benefit	<p>50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday.</p>

Eligibility for Benefits

Normal retirement	Retirement on NRD.
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing five years of vesting service.
Postponed retirement	Retirement after NRD.
Deferred vested	Termination for reasons other than death or retirement after completing five years of vesting service.
Preretirement spouse benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse.
Supplemental benefit	Early retirement with 30 years of benefit service before and up to age 62.
Disability benefit	Date of employment.

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD.
Early retirement	<p>Monthly pension benefit determined as of early retirement date, reduced 4.0% for each year of payment before age 62. (Reduced 5.0% for each year before age 62 for Pump & Engine.)</p> <p>In the case of Safeway and former Tremco participants, the frozen accrued benefit as of December 31, 1994 is a minimum benefit with former plan reduction factors applied (3.6% from age 65). In the case of Landing Gear, the frozen accrued benefit as of December 31, 1996 is a minimum benefit with former plan reduction factors.</p>
Postponed retirement	Monthly pension benefit determined as of actual retirement date.
Termination with deferred vested benefit	Monthly accrued pension benefit determined as of termination date, reduced 4% for each year of payment before age 62 to age 55, as with early retirement.

Supplemental benefit	The sum of \$545 basic amount plus \$10 per year that age is greater than 55; plus \$22 per year of benefit service greater than 30, less the early retirement benefit. Payable to age 62.
Death with preretirement spouse benefit	Monthly preretirement spouse benefit is payable. In-service death is company-paid; death after termination is paid by employee through actuarial reduction of benefit.
Disability benefit	Monthly accrued benefit based on pensionable pay as of disability date payable at NRD. Service continues to accrue while disabled. For Pump & Engine, the monthly accrued benefit based on service as of disability date, payable immediately.

Other Plan Provisions

Normal form of payment	The normal form of retirement benefit provides for a five-year certain and continuous annuity for unmarried participants and, on an actuarial equivalent basis, a 50% joint and survivor annuity for married participants. The normal form of payment for Pump & Engine is a life annuity for unmarried participants and a 50% joint and survivor annuity for married participants.
Optional forms of payment	Optional forms of payment included life annuity, 50% joint and survivor annuity, 100% joint and survivor annuity, five, ten and fifteen years certain and continuous annuity, social security level income annuity, and lump sum less than \$15,000. Actuarial equivalence for optional forms other than lump sum is based on 1994 GAM (75% male/25% female for participant mortality and 25% male/75% female for joint annuitant mortality), and an interest rate of 6%.
Pension increases	None
Plan participant contribution	None
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective.

Future Plan Changes

Towers Watson is not aware of any future plan changes which are required to be reflected but were not.

Changes in Benefits Valued Since Prior Year

The increase in benefit levels for the Pump & Engine location (from \$38 to \$43 effective March 1, 2011) will be reflected for funding purposes in the January 1, 2012 valuation.

Goodrich Corporation Employees' Pension Plan

EIN: 34-0252680 PN: 001

Schedule H - Part IV, Question 4i

Plan Year: 01/01/2011 - 12/31/2011

Schedule of Assets Held for Investment Purposes at End of Year

<u>Identity</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Current Value</u>
Goodrich Corp Master Trust for EB Plans	Master Trust	N/A	N/A	\$1,991,999,908

Goodrich Corporation
 Goodrich Corporation Employees' Pension Plan
 EIN: 34-0252680 PN: 001 Plan Year: 2011
 Schedule SB, line 32 - Schedule of Amortization Bases

	Valuation Date of Base Creation	Initial Amount	Amortization Installment	Remaining Period	PV of Future Installments
Shortfall Amortization Bases					
2010 Shortfall	1/1/2010	296,090,494	49,829,671	6	268,343,791
2011 Shortfall	1/1/2011	79,933,345	13,151,394	7	79,933,345
Total Shortfall Amortization Installments			62,981,065		348,277,136
Waiver Amortization Bases					
Total Waiver Amortization Installments			0		0
Total Amortization Installments			62,981,065		348,277,136
Total Amortization Installments reflecting minimum of 0 on Total Shortfall Installments			62,981,065		

Goodrich Corporation
Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680 PN: 001 Plan Year: 2011
Schedule SB, line 24 – Change in Actuarial Assumptions

- Assumed Administrative expense for the Salaried Plan increased from \$5.0M to \$7.4M to better reflect future expectations.
- The cash balance interest crediting rate assumption decreased from 6.00% to 5.00% to better reflect future expectations.
- The segment rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2009 to September 2010.
- The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements to comply with PPA requirements.