# 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 01/01/2011 and ending 12/31/2011

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
BE AEROSPACE INC. SAVINGS PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 08/01/1988

**2a** Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

BE AEROSPACE INC.

1400 CORPORATE CENTER WAY
WELLINGTON, FL 33414

**2b** Employer Identification Number (EIN) 06-1209796

**2c** Sponsor's telephone number 561-791-5000

**2d** Business code (see instructions) 336410

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

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

| | | | |
|---|---|---|---|
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 10/12/2012 | NORRIS POWELL |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")
BE AEROSPACE INC.

1400 CORPORATE CENTER WAY
WELLINGTON, FL 33414

**3b** Administrator's EIN
06-1209796

**3c** Administrator's telephone number
561-791-5000

**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

**a** Sponsor's name

**4b** EIN

**4c** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 5609 |
| **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** | 5253 |
| **b** | Retired or separated participants receiving benefits | **6b** | 39 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 711 |
| **d** | Subtotal. Add lines **6a**, **6b**, and **6c** | **6d** | 6003 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 1 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 6004 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 4277 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2J 2K 2F 2G 2T

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

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(1)** | | Insurance |
| **(2)** | | Code section 412(e)(3) insurance contracts |
| **(3)** | X | 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)** | X | Trust |
| **(4)** | | General assets of the sponsor |

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

**a Pension Schedules**

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

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2011**<br>**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
BE AEROSPACE INC. SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
BE AEROSPACE INC.

**D** Employer Identification Number (EIN)
06-1209796

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

WILMINGTON TRUST FIDUCIARY SERVICES

26-3523944

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 21 28 50 | INVESTMENT MANAGER | 786028 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

CREDIT SUISSE

13-2741729

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 27 50 | INVESTMENT CONSULTANT | 320058 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

RETIREMENT STRATEGIES INC

58-2380163

| (b) Service Code(s) | (c) Relationship to employer, employee organization, or person known to be a party-in-interest | (d) Enter direct compensation paid by the plan. If none, enter -0-. | (e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h) Did the service provider give you a formula instead of an amount or estimated amount? |
|---|---|---|---|---|---|---|
| 13 15 50 | RECORDKEEPER | 33629 | Yes [ ] No [X] | 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)

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

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

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

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

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

## Part I Service Provider Information (continued)

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

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

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

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

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

## Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

| | | |
|---|---|---|
| **a** | Name: | **b** EIN: |
| **c** | Position: | |
| **d** | Address: | **e** Telephone: |

Explanation:

# SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## 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.**

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

**A** Name of plan
BE AEROSPACE INC. SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
BE AEROSPACE INC.

**D** Employer Identification Number (EIN)
06-1209796

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

| | | | |
|---|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC GIC | | | |
| **b** Name of sponsor of entity listed in (a): WILMINGTON TRUST | | | |
| **c** EIN-PN 26-3783330-902 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions) | 26615674 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC INTERMEDIATE FIXED INCOME | | | |
| **b** Name of sponsor of entity listed in (a): WILMINGTON TRUST | | | |
| **c** EIN-PN 26-3783383-908 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions) | 13036199 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC INTERNATIONAL GROWTH | | | |
| **b** Name of sponsor of entity listed in (a): WILMINGTON TRUST | | | |
| **c** EIN-PN 26-3783561-911 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) | 5486082 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC LARGE CO DOMESTIC GROWTH | | | |
| **b** Name of sponsor of entity listed in (a): WILMINGTON TRUST | | | |
| **c** EIN-PN 26-3783775-932 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) | 23573243 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC LARGE CO VALUE | | | |
| **b** Name of sponsor of entity listed in (a): WILMINGTON TRUST | | | |
| **c** EIN-PN 26-3783374-907 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) | 14147290 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC MID CAP FUNDAMENTAL VALUE | | | |
| **b** Name of sponsor of entity listed in (a): WILMINGTON TRUST | | | |
| **c** EIN-PN 26-3783919-945 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) | 12232929 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC MID CAP GROWTH | | | |
| **b** Name of sponsor of entity listed in (a): WILMINGTON TRUST | | | |
| **c** EIN-PN 26-3783748-929 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103- 12 IE at end of year (see instructions) | 7685064 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC MULTI-ASSET

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST

| **c** EIN-PN 26-3783885-940 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1939126 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC OVERSEAS EQUITY

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST

| **c** EIN-PN 26-3783687-920 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13709164 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC S & P 500 INDEX

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST

| **c** EIN-PN 26-3783703-921 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12301563 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC SHORT DURATION

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST

| **c** EIN-PN 26-3783890-941 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6085046 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC SMALL CO GROWTH

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST

| **c** EIN-PN 26-3783319-901 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7690006 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC SMALL CO VALUE

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST

| **c** EIN-PN 26-3783724-926 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4586656 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC STRATEGIC BOND

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST

| **c** EIN-PN 26-3783650-914 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7133625 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WTFSC US ALLOCATION

**b** Name of sponsor of entity listed in (a): WILMINGTON TRUST

| **c** EIN-PN 26-3783739-928 | **d** Entity code C | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12145836 |
|---|---|---|

**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
BE AEROSPACE INC. SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
BE AEROSPACE INC.

**D** Employer Identification Number (EIN)
06-1209796

## Part I Asset and Liability Statement

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

| Assets | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **a** Total noninterest-bearing cash | 1a | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(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) | 181707 | 246431 |
| **(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) | 1456252 | 1529459 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 159865283 | 168367500 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | | |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | 20925023 | 20724173 |
| **(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 | 182428265 | 190867563 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | 25164 | 54367 |
| **h** Operating payables | 1h | | 225 |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 25164 | 54592 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 182403101 | 190812971 |

## 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) | 8498256 | |
| **(B)** Participants | 2a(1)(B) | 15806382 | |
| **(C)** Others (including rollovers) | 2a(1)(C) | 487194 | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 24791832 |
| **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) | 69399 | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 69399 |
| **(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) | | -454014 |
| (7) Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 24407217 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 14848641 | |
| (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) | | 14848641 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | |
| i Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | 1148706 | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines 2i(1) through (4) | 2i(5) | | 1148706 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 15997347 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line 2j from line 2d | 2k | | 8409870 |
| 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: DELOITTE & TOUCHE LLP (2) EIN: 13-3891517

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.) **4a** | | 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.) **4b** | | 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.) **4c** | | 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.) **4d** | | X | |
| **e** | Was this plan covered by a fidelity bond? **4e** | X | | 10000000 |
| **f** | Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f** | | 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? **4g** | | 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? **4h** | | 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.) **4i** | 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.) **4j** | | 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? **4k** | | X | |
| **l** | Has the plan failed to provide any benefit when due under the plan? **4l** | | X | |
| **m** | If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m** | | X | |
| **n** | If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. **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.**

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

**A** Name of plan
BE AEROSPACE INC. SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
BE AEROSPACE INC.

**D** Employer Identification Number (EIN)
06-1209796

## Part I Distributions

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

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

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 65-1214236

**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** 1216

## Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 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.

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

**11** **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

# BE Aerospace, Inc.
# Savings Plan

Employer ID No: 06-1209796
Plan Number: 001

Financial Statements as of
December 31, 2011 and 2010, and
for the Year Ended December 31, 2011,
Supplemental Schedule as of and for the
Year Ended December 31, 2011, and
Independent Auditors' Report

# BE AEROSPACE, INC. SAVINGS PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Deloitte.

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Certified Public Accountants
1800 N. Military Trail
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Boca Raton, FL 33431-6386
USA

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## INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants of
BE Aerospace, Inc. Savings Plan
Wellington, Florida

We were engaged to audit the financial statements and supplemental schedule of BE Aerospace, Inc. Savings Plan (the "Plan") as of December 31, 2011, and for the year then ended, listed in the table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management. Other auditors were engaged to audit the financial statement of the Plan as of December 31, 2010, and due to the same type of scope limitation described in the succeeding paragraph, their report, dated July 25, 2011, disclaimed an opinion on that statement.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Wilmington Trust, the trustee of the Plan, except for comparing the information with the related information included in the 2011 financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee that the information as of and for the year ended December 31, 2011 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 express, and we do not express, an opinion on the accompanying 2011 financial statements and supplemental schedule. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the 2011 financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte & Touche LLP

October 9, 2012

# BE AEROSPACE, INC. SAVINGS PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
## DECEMBER 31, 2011 AND 2010
## (In 000's)

| | 2011 | 2010 |
|---|---|---|
| ASSETS: | | |
| Investments — at fair value: | | |
| Common and collective trusts | $162,398 | $154,864 |
| B/E Aerospace, Inc. common stock | 20,724 | 20,925 |
| Interest-bearing cash | 247 | - |
| Total investments | 183,369 | 175,789 |
| Receivables — notes receivable from participants | 1,529 | 1,456 |
| Cash | - | 182 |
| Total assets | 184,898 | 177,427 |
| NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE | 184,898 | 177,427 |
| ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE STABLE VALUE FUND | 5,970 | 5,001 |
| NET ASSETS AVAILABLE FOR BENEFITS | $190,868 | $182,428 |

See notes to financial statements.

# BE AEROSPACE, INC. SAVINGS PLAN

## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
## FOR THE YEAR ENDED DECEMBER 31, 2011
## (In 000's)

| | |
|---|---|
| ADDITIONS: | |
| Contributions: | |
| Participant contributions | $ 15,806 |
| Rollover contributions | 488 |
| Employer contributions | 8,499 |
| Total contributions | 24,793 |
| Investment income — interest and dividends | 69 |
| Total additions | 24,862 |
| DEDUCTIONS: | |
| Investment loss — net depreciation in fair value of investments | 455 |
| Benefits paid to participants | 14,819 |
| Administrative expenses | 1,148 |
| Total deductions | 16,422 |
| INCREASE IN NET ASSETS | 8,440 |
| NET ASSETS AVAILABLE FOR BENEFITS: | |
| Beginning of year | 182,428 |
| End of year | $ 190,868 |

See notes to financial statements.

## 1. DESCRIPTION OF THE PLAN

The following description of the BE Aerospace, Inc. Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

**General** — Effective January 1, 2008, B/E Aerospace, Inc. (the "Company") adopted the BE Aerospace, Inc. Savings Plan (formerly the BE Aerospace Savings and Profit Sharing Plan), as amended and restated. The Plan is a defined-contribution retirement plan designed to qualify under Internal Revenue Code (the "Code") Sections 401(a) and 501(a), Section 401(k) for the cash or deferred arrangement part of the Plan and Title 1 of ERISA. The Plan covers all full-time non-union employees who have completed (i) 90 consecutive days of employment in which 250 hours of service were performed or (ii) 1,000 hours of service during a twelve consecutive month period beginning on the date of hire or any anniversary of the date of hire.

Wilmington Trust acts as the trustee ("the Trustee") for the Plan. Among other duties, the Trustee disburses the Plan's assets as directed by the Company and participants, receives contributions, and invests and reinvests the assets of the Plan as directed by the participants.

**Contributions** — Under the Plan, contributions are made on behalf of employees (participants) who choose to defer a portion of their total gross pay, as defined. The maximum contribution rate for non-highly compensated participants is 100% of their gross pay. Participants can make pretax contributions of up to $16.5 for the year ended December 31, 2011. The Plan also allows all employees who are projected to attain age 50 before the close of the Plan year to make catch-up contributions each year, which were limited to $5.5 for the year ended December 31, 2011. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The annual compensation limit under Code § 401(a)(17) is $245 for 2011.

The Plan provides for employer-matching contributions of the participant's contributions to be determined by the Company's management. Effective January 1, 2006, all Company matching contributions are made in cash. Prior to January 1, 2006, all Company matching contributions were made in the form of the Company's common stock. The matching contribution for the year ended December 31, 2011 equals the sum of 100% of a participant's elective contributions up to 3% of compensation plus 50% of the next 2% of a participant's elective contributions, not to exceed 4% in total.

**Participant Accounts** — Individual accounts are maintained for each Plan participant. Participants direct their own investments. Each participant's account is credited with the participant's contribution and allocations of employer contributions and Plan earnings, and charged with benefit payments and allocations of administrative expenses and Plan losses, if any. Allocations are based on participant compensation or account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may change their investment selections over the voice response system or Internet website.

**Investments** — Participants direct the investment of their contributions into various investment options offered by the Plan. Upon enrollment in the Plan, a participant may direct employee contributions into any of fifteen common collective trust funds ("CCTs"), which are described as follows based on information contained in the respective portfolio disclosure documents: *Guaranteed Investment Contract ("GIC") Portfolio, Short Duration Portfolio, Strategic Bond Portfolio, S&P 500 Index Portfolio, International Growth Portfolio, Intermediate Fixed Income Portfolio, Large Company Domestic Growth Portfolio, Large Company Value Portfolio, Mid-Cap Fundamental Value Portfolio, Mid-Cap Growth Portfolio, Small Company Growth Portfolio, Small Company Value Portfolio, Overseas Equity Portfolio, U.S. Allocation Portfolio and Multi Asset Portfolio*. Employer contributions are made in cash and invested in the same manner as participant's elections.

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

**Notes Receivable from Participants** — Loans to participants are permitted under certain conditions for financial hardship as provided by the Plan. Participants may borrow from their accounts a minimum of $1 up to a maximum of $50 or 50% of their account balances, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed. Principal and interest are paid ratably through payroll deductions. Participant loans mature through 2023 at interest rates of 4.25% to 9.25% as of December 31, 2011.

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

**Forfeited Accounts** — At December 31, 2011 and 2010, there were no forfeited nonvested accounts.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

**Use of Estimates** — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Risks and Uncertainties** — The Plan utilizes CCTs and common stock. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit 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 that such change could materially affect the amounts reported in the financial statements.

**Investment Valuation and Income Recognition** — The Plan's investments are stated at fair value. Fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company's common stock is valued at the closing price reported on the New York Stock Exchange on the last business day of the Plan year. The Plan's investments consist of CCTs in the Wilmington Trust Fiduciary Services Company Collective Investment Trust for Employee Benefit Plans (the "Trust").

Investments in CCTs are valued based upon the redemption price of the units held by the Plan, which is based on the current fair value of the underlying assets held by the CCT. Unit values are determined by the financial institution sponsoring such CCTs by dividing the funds' net assets at fair value by its units outstanding at the valuation dates. The GIC Portfolio (the "stable value fund") is one of the portfolios of the Trust. The stable value fund was created in November 2000 with the objective to generate a total return in excess of the benchmark (the one year U.S. Treasury Bill) by investing in a pool of fixed income securities, primarily insurance and bank investment contracts for the purpose of offering stability of principal, while maximizing current income and providing book value liquidity for individual plan participant withdrawals. The stable value fund is stated at fair value and then adjusted to contract value as described below. Fair value of the stable fund is the net asset value of its underlying investments, and contract value is principal plus accrued interest. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus credited earnings, less participant withdrawals.

In accordance with GAAP, the stable value fund is included at fair value in participant-directed investments in the statements of net assets available for benefits, and an additional line item is presented representing the adjustment from fair value to contract value. The statement of changes in net assets available for benefits is presented on a contract value basis.

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

Management fees and operating expenses charged to the Plan for investments in the CCTs are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

**Notes Receivable from Participants** — Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

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

**Payment of Benefits** — Benefit payments to participants are recorded upon distribution. Amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid, were $55 and $25 at December 31, 2011 and 2010, respectively.

**Excess Contributions Payable** — The Plan is required to return contributions received during the Plan year in excess of the IRC limits. No participant exceeded the deferral limit during 2011.

**Subsequent Events** — Subsequent events were evaluated through October 9, 2012, the date the financial statements were available to be issued (see Note 11).

**New Accounting Standards**

**ASU No. 2010-06, Fair Value Measurements and Disclosures** — In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2010-06, *Fair Value Measurements and Disclosures*, which amends Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, adding a new disclosure requirement to provide Level 3

activity of purchases, sales, issuances, and settlements on a gross basis. This requirement is effective for fiscal years beginning after December 15, 2010. The adoption in 2011 did not materially affect the Plan's financial statements.

**ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs** — In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, which amends ASC 820. ASU 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. The adoption of ASU 2011-04 is not expected to have a material effect on the Plan's financial statements. Plan management has not determined the impact on the disclosures in the financial statements.

## 3. FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures,* defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurement. ASC 820 also emphasizes that fair value is a market-based measurement, not an entity-specific measurement, and sets out a fair value hierarchy with the highest priority being quoted prices in active markets. Under ASC 820, fair value measurements are disclosed by level within that hierarchy. The three levels of the fair value hierarchy under ASC 820 are described below:

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

*Level 2* — Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. There have been no changes in the methodologies used at December 31, 2011 and 2010.

Investments in CCTs are valued based upon the redemption price of the units held by the Plan, which is based on the current fair value of the underlying assets held by the CCT. Unit values are determined by the financial institution sponsoring such CCTs by dividing the funds' net assets at fair value by its units outstanding at the valuation dates. The stable value fund is stated at fair value and then adjusted to contract value. Fair value of the stable fund is the net asset value of its underlying investments, and contract value is principal plus accrued interest. There are no unfunded commitments related to any of the CCTs. Investments in both categories can be redeemed daily without notice at the current net asset value per share based on the fair value of the underlying assets. The Company's stock is valued at its quoted market price.

The following table sets forth by major category and level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2011:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Common collective trust funds: | | | | |
| Value funds | $ - | $ 44,676 | $ - | $ 44,676 |
| Growth funds | - | 44,434 | - | 44,434 |
| Fixed income funds | - | 26,255 | - | 26,255 |
| Balanced funds | - | 14,085 | - | 14,085 |
| Index funds | - | 12,302 | - | 12,302 |
| Stable value fund | - | 20,646 | - | 20,646 |
| Stock — Aerospace Technology | 20,724 | - | - | 20,724 |
| Interest bearing cash | 247 | - | - | 247 |
| | $20,971 | $162,398 | $ - | $183,369 |

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

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Common collective trust funds: | | | | |
| Value funds | $ - | $ 43,424 | $ - | $ 43,424 |
| Growth funds | - | 42,925 | - | 42,925 |
| Fixed income funds | - | 22,516 | - | 22,516 |
| Balanced funds | - | 14,310 | - | 14,310 |
| Index funds | - | 11,328 | - | 11,328 |
| Stable value fund | - | 20,361 | - | 20,361 |
| Stock — Aerospace Technology | 20,925 | - | - | 20,925 |
| | $20,925 | $154,864 | $ - | $175,789 |

For the year ended December 31, 2011, there were no significant transfers in or out at Levels 1, 2, or 3.

The investment strategies of the major categories of funds are as follows:

- Fixed income funds seek to maximize current income and total return. Investments are made in U.S. government, foreign government and fixed income securities.
- Growth funds seek long-term growth of capital, seeking investments whose price will continue to increase over several years. Funds are typically invested in equity securities in both domestic and international companies.
- Balanced funds seek conservation of capital and current income and long-term growth of capital and income. These funds invest in a broad range of securities including stocks and bonds and securities issued by the U.S. government.

- Value funds seek long-term total return and growth, typically invested in common and preferred stocks of companies both domestic and foreign.
- Index funds seek investment results that correspond to the investment performance of the S&P 500 index.
- The stable value fund seeks to provide income to participants while maintaining stability of principal.

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

## 4. INVESTMENTS INFORMATION CERTIFIED AND PROVIDED BY TRUSTEE

Plan investments were held by Wilmington Trust, the Plan's trustee, as of December 31, 2011 and 2010, and for the year ended December 31, 2011. The following is a summary of the unaudited information regarding the Plan, included in the Plan's financial statements and supplemental schedule that was prepared by, or derived from information prepared by, the Trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that such information is complete and accurate to the best of their knowledge and belief.

| | 2011 | | 2010 | |
|---|---|---|---|---|
| Common collective trust funds of Wilmington Trust at fair value as quoted by the Trustee: | | | | |
| GIC Portfolio + — contract value | $ - | | $ 20,361 | * |
| Large Company Domestic Growth Portfolio | 23,573 | * | 23,590 | * |
| Large Company Value Portfolio | 14,147 | * | 12,575 | * |
| Overseas Equity Portfolio | 13,709 | * | 14,244 | * |
| Intermediate Fixed Income Portfolio | 13,036 | * | 11,787 | * |
| S&P 500 Index Portfolio | 12,302 | * | 11,328 | * |
| Mid-Cap Fundamental Value Portfolio | 12,233 | * | 12,540 | * |
| US Allocation Portfolio | 12,146 | * | 12,710 | * |
| Small Company Growth Portfolio | 7,690 | | 7,331 | |
| Mid-Cap Growth Portfolio | 7,685 | | 6,892 | |
| Strategic Bond Portfolio | 7,134 | | 5,908 | |
| Short Duration Portfolio | 6,085 | | 4,821 | |
| International Growth Portfolio | 5,486 | | 5,112 | |
| Small Company Value Portfolio | 4,587 | | 4,065 | |
| Multi-Asset Portfolio | 1,939 | | 1,600 | |
| Common collective trust fund of Wilmington Trust of contract value — GIC Portfolio | 26,616 | * | - | |
| | $ 168,368 | | $ 154,864 | |
| Investment at fair value as determined by quoted market prices — B/E Aerospace, Inc. Common Stock | $ 20,724 | | $ 20,925 | |

+ Contract value of the GIC Portfolio was $25,362 as of December 31, 2010

* Investment represented 5% or more of the net assets available for benefits as of year-end.

During the year ended December 31, 2011, the Trustee has also certified the completeness and accuracy of the net appreciation/depreciation in the fair value of the Plan's investments as follows:

| | |
|---|---|
| Common collective trust funds: | |
| Value funds | $(1,833) |
| Growth funds | (1,147) |
| Fixed income funds | 1,182 |
| Balanced funds | 12 |
| Index funds | 240 |
| Stable value fund | 192 |
| B/E Aerospace, Inc. Common Stock | 899 |
| | $ (455) |

## 5. NONPARTICIPANT-DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant-directed investments as of December 31, 2011, and for the year then ended, is as follows:

| | |
|---|---|
| Net assets — B/E Aerospace, Inc. stock | $20,724 |
| Changes in net assets: | |
| Net appreciation in fair value of investments | 899 |
| Transfers to participant-directed investments (sales) | (1,100) |
| Net change | (201) |
| B/E Aerospace stock — beginning of year | 20,925 |
| B/E Aerospace stock — end of year | $20,724 |

## 6. STABLE VALUE FUND

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

## 7. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are units of CCTs managed by Wilmington Trust. Wilmington Trust is the trustee as defined by the Plan and these transactions qualify as exempt party-in-interest. Fees paid by the Plan for investment management services were included as a reduction of the return on each fund. Expenses of $786 were paid by the Plan to the Trustee for the year ended December 31, 2011.

At December 31, 2011 and 2010, the Plan held 535 and 568 shares, respectively, of common stock of the Company, the sponsoring employer, with a cost basis of $2,512 and $2,650, respectively.

## 8. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

## 9. FEDERAL INCOME TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated March 3, 2011, that the Plan and related trust were designed in accordance with the applicable regulations of the Code. The Company and Plan management believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Code and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. With few exceptions, the Plan is no longer subject to income tax examinations by the U.S. federal, state, or local tax authorities for years before 2009.

## 10. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of December 31, 2011 and 2010 to total assets per Form 5500:

| | 2011 | 2010 |
|---|---|---|
| Total investments per the financial statements | $183,122 | $175,789 |
| Cash | 247 | 182 |
| Notes receivable from participants | 1,529 | 1,456 |
| Adjustment from fair value to contract value for fully benefit-responsive stable value fund | 5,970 | 5,001 |
| Total assets per Form 5500 | $190,868 | $182,428 |

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

| | 2011 | 2010 |
|---|---|---|
| Net assets available for benefits per the financial statements | $190,868 | $182,428 |
| Amounts allocated to withdrawing participants | (55) | (25) |
| Net assets per Form 5500 | $190,813 | $182,403 |

The following is a reconciliation of distributions to participants or their beneficiaries per the financial statements for the year ended December 31, 2011 to benefit payments to participants or beneficiaries per Form 5500:

| | 2011 |
|---|---|
| Distributions to participants or their beneficiaries per the financial statements | $ 14,819 |
| Add amounts allocated to withdrawing participants at end of year | 55 |
| Less amounts allocated to withdrawing participants at beginning of year | (25) |
| Benefit payments to participants or beneficiaries per Form 5500 | $ 14,849 |

Amounts allocated to withdrawing participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment prior to year-end but not yet paid as of that date.

## 11. SUBSEQUENT EVENTS

On January 30, 2012, the Company acquired UFC Aerospace Corp. ("UFC"). The former UFC employees entered the Plan and became participants effective May 1, 2012. UFC Plan assets of $4,188 were transferred to the Plan on September 5, 2012. On November 2, 2011, the Company acquired Macrolink, Inc. ("Macrolink"). Macrolink plan assets of $4,669 were transferred into the Plan on March 1, 2012. On October 26, 2010, the Company acquired TSI Group ("TSI"). TSI plan assets of $17,471 were transferred to the Plan on February 1, 2012.

* * * * * *

# SUPPLEMENTAL SCHEDULE

## BE AEROSPACE, INC. SAVINGS PLAN

**EMPLOYER ID NO: 06-1209796, PLAN NUMBER: 001**

**FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**DECEMBER 31, 2011**
**(In 000's)**

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Wilmington Trust | GIC Portfolio | ** | $ 20,646 |
| * | Wilmington Trust | Large Company Domestic Growth Portfolio | ** | 23,573 |
| * | Wilmington Trust | Overseas Equity Portfolio | ** | 13,709 |
| * | Wilmington Trust | US Allocation Portfolio | ** | 12,146 |
| * | Wilmington Trust | Large Company Value Portfolio | ** | 14,147 |
| * | Wilmington Trust | Mid-Cap Fundamental Value Portfolio | ** | 12,233 |
| * | Wilmington Trust | Intermediate Fixed Income Portfolio | ** | 13,036 |
| * | Wilmington Trust | S&P 500 Index Portfolio | ** | 12,302 |
| * | Wilmington Trust | Small Company Growth Portfolio | ** | 7,690 |
| * | Wilmington Trust | Mid-Cap Growth Portfolio | ** | 7,685 |
| * | Wilmington Trust | Strategic Bond Portfolio | ** | 7,134 |
| * | Wilmington Trust | International Growth Portfolio | ** | 5,486 |
| * | Wilmington Trust | Short Duration Portfolio | ** | 6,085 |
| * | Wilmington Trust | Small Company Value Portfolio | ** | 4,587 |
| * | Wilmington Trust | Multi-Asset Portfolio | ** | 1,939 |
| * | Wilmington Trust | Interest Bearing Cash | ** | 247 |
| * | BE Aerospace, Inc. | Common Stock | $2,512 | 20,724 |
| * | Loans to participants | Participant loans (maturing 2012 to 2023 at interest rates of 4.25% to 9.25%) | ** | 1,529 |
| | | | | $ 184,898 |

* Party-in-interest
** Cost information is not required for participant-directed investments and therefore is not included.
See accompanying Independent Auditors' Report.

## BE AEROSPACE, INC. SAVINGS PLAN

**EMPLOYER ID NO: 06-1209796, PLAN NUMBER: 001**

**FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**DECEMBER 31, 2011**
**(In 000's)**

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | (e) Current Value |
|---|---|---|---|---|
| * | Wilmington Trust | GIC Portfolio | ** | $ 20,646 |
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| * | BE Aerospace, Inc. | Common Stock | $2,512 | 20,724 |
| * | Loans to participants | Participant loans (maturing 2012 to 2023 at interest rates of 4.25% to 9.25%) | ** | 1,529 |
| | | | | $ 184,898 |

* Party-in-interest
** Cost information is not required for participant-directed investments and therefore is not included.
See accompanying Independent Auditors' Report.

# 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 01/01/2011 and ending 12/31/2011

**A** This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan BE AEROSPACE INC. SAVINGS PLAN

**1b** Three-digit plan number (PN) ▶ 001

08/01/1988

**2a** Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

BE AEROSPACE INC.

1400 CORPORATE CENTER WAY

WELLINGTON FL 33414

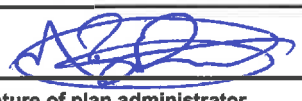
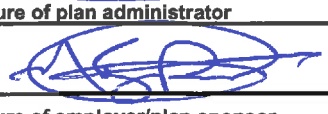
**2b** Employer Identification Number (EIN)
06-1209796

**2c** Sponsor's telephone number
(561) 791-5000

**2d** Business code (see instructions)
336410

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

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

| | | | |
|---|---|---|---|
| **SIGN HERE** |  | 10/11/12 | NORRIS POWELL |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** |  | 10/11/12 | NORRIS POWELL |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

| | | |
|---|---|---|
| **3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>SAME | **3b** Administrator's EIN | |
| | **3c** Administrator's telephone number | |

| | | |
|---|---|---|
| **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:<br>**a** Sponsor's name | **4b** EIN | |
| | **4c** PN | |

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 5,609 |
| **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** | 5,253 |
| **b** | Retired or separated participants receiving benefits | **6b** | 39 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 711 |
| **d** | Subtotal. Add lines **6a, 6b,** and **6c**. | **6d** | 6,003 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits | **6e** | 1 |
| **f** | Total. Add lines **6d** and **6e** | **6f** | 6,004 |
| **g** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 4,277 |
| **h** | Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 0 |
| **7** | Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) | **7** | |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2J 2K 2F 2G 2T

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

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

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

| **a Pension Schedules** | | **b General Schedules** | |
|---|---|---|---|
| (1) | ☒ **R** (Retirement Plan Information) | (1) | ☒ **H** (Financial Information) |
| (2) | ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary | (2) | ☐ **I** (Financial Information – Small Plan) |
| | | (3) | ☐ **A** (Insurance Information) |
| | | (4) | ☒ **C** (Service Provider Information) |
| (3) | ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | (5) | ☒ **D** (DFE/Participating Plan Information) |
| | | (6) | ☐ **G** (Financial Transaction Schedules) |