

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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 SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>10/01/1969</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>10/01/1969</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>10/01/1969</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>UNITED TECHNOLOGIES CORPORATION</u> <u>FOUR COLISEUM CTR, 2730 W TYVOLA RD</u> <u>CHARLOTTE, NC 28217</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-0252680</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>704-423-7000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336410</u></td> </tr> </table>	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>	
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	Filed with authorized/valid electronic signature. Signature of plan administrator	06/28/2013 Date	KENNETH LEVINE Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	06/28/2013 Date	MARY SMOOLCA Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address UNITED TECHNOLOGIES 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																		
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 GOODRICH CORPORATION	4b EIN 34-0252680 4c PN 002																		
5 Total number of participants at the beginning of the plan year	5 24954																		
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"></td> <td style="width: 90%;"></td> </tr> <tr> <td>6a Active participants.....</td> <td style="text-align: right;">0</td> </tr> <tr> <td>6b Retired or separated participants receiving benefits.....</td> <td style="text-align: right;">0</td> </tr> <tr> <td>6c Other retired or separated participants entitled to future benefits.....</td> <td style="text-align: right;">0</td> </tr> <tr> <td>6d Subtotal. Add lines 6a, 6b, and 6c.....</td> <td style="text-align: right;">0</td> </tr> <tr> <td>6e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....</td> <td style="text-align: right;">0</td> </tr> <tr> <td>6f Total. Add lines 6d and 6e.....</td> <td style="text-align: right;">0</td> </tr> <tr> <td>6g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....</td> <td style="text-align: right;">0</td> </tr> <tr> <td>6h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....</td> <td style="text-align: right;">0</td> </tr> </table>			6a Active participants.....	0	6b Retired or separated participants receiving benefits.....	0	6c Other retired or separated participants entitled to future benefits.....	0	6d Subtotal. Add lines 6a , 6b , and 6c	0	6e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	0	6f Total. Add lines 6d and 6e	0	6g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	0	6h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	0
6a Active participants.....	0																		
6b Retired or separated participants receiving benefits.....	0																		
6c Other retired or separated participants entitled to future benefits.....	0																		
6d Subtotal. Add lines 6a , 6b , and 6c	0																		
6e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	0																		
6f Total. Add lines 6d and 6e	0																		
6g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	0																		
6h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	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 Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 3F 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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																		
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) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)																		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan GOODRICH CORPORATION EMPLOYEES SAVINGS PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 UNITED TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 34-0252680

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
FIDELITY INVEST INST OPS CO, INC

04-2647786

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

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

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

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

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

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

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

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

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

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

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

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

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

FIDELITY INVEST INST OPS CO, INC

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?
37 71 64 65	RECORDKEEPER	449250	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FINANCIAL ENGINES

77-0473565

(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	ADVISOR	427425	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FINANCIAL ENGINES

94-3250323

(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	OTHER SERVICES	180804	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)

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?
10 16	CONSULTANT	32671	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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?
15 16	CONSULTANT	20284	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TEGRIT GROUP

26-2068982

(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?
16	CONSULTANT	3781	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVEST INST OPS CO, INC	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JANUS SERVICES LLC	0.35%	
43-1804048		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVEST INST OPS CO, INC	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
BOSTON FINANCIAL DATA SERVICE, INC	0.10%, 0.15%, 0.25%	
04-2526037		
(a) Enter service provider name as it appears on line 2		
FIDELITY INVEST INST OPS CO, INC.	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
OPENHEIMER FUNDS SERVICES	0.50%	
13-2527171		

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) <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 <hr/> 2012 <hr/> This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>GOODRICH CORPORATION EMPLOYEES SAVINGS PLAN</u>	B Three-digit plan number (PN) ► <u>002</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>UNITED TECHNOLOGIES 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)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>S&P INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>MELLON CAPITAL MANAGEMENT</u>		
c EIN-PN <u>25-6078093-010</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>2H INT'L EQUITY FUND</u>		
b Name of sponsor of entity listed in (a): <u>HERITAGE TRUST COMPANY</u>		
c EIN-PN <u>57-1187281-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>2A STABLE VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>JP MORGAN CHASE & CO</u>		
c EIN-PN <u>13-3200244-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <div style="font-size: 24pt; font-weight: bold;">2012</div> This Form is Open to Public Inspection
--	--	---

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan GOODRICH CORPORATION EMPLOYEES SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 UNITED TECHNOLOGIES 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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	13258223	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3536161	0
(2) U.S. Government securities.....	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	70272310	0
(9) Value of interest in common/collective trusts.....	1c(9)	579526661	0
(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1136099273	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	369151032	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	2171843660	0

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2171843660	0
---	-----------	------------	---

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	70599960	
(B) Participants	2a(1)(B)	110595924	
(C) Others (including rollovers)	2a(1)(C)	9932200	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		191128084

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)	2399917	
(F) Other	2b(1)(F)	7412208	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9812125

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	39277696	
(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)		39277696

(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

(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

		(a) Amount	(b) Total
(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)		
(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)		177301563
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		417519468

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	474011414	
(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)		474011414
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	1079890	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1079890
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		475091304

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-57571836
l Transfers of assets:			
(1) To this plan.....	2l(1)		798443
(2) From this plan	2l(2)		2115070267

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: GRANT THORNTON LLP

(2) EIN: 36-6055558

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

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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		90000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

UNITED TECHNOLOGIES CORPORATION EMPLOYEE SAVINGS PLAN

5b(2) EIN(s)	5b(3) PN(s)
06-0570975	017

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>GOODRICH CORPORATION EMPLOYEES SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED TECHNOLOGIES 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	

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.
----------------	---

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**UNITED TECHNOLOGIES**

RR Donnelley ProFile

nerdoc1
11.2.17

NER hryse0nd

25-Jun-2013 12:36 EST

559548 TX 1 4***FORM 11-K**

NYC

26-Jun-2013 08:46 EST MRKD

HMS ESS 0C

Page 1 of 1

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

Or

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-812

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

GOODRICH CORPORATION EMPLOYEES' SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**United Technologies Corporation
One Financial Plaza
Hartford, CT 06103**



200Fy&0h8QKMoM9z3

UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.17	NER robie0ma	24-Jun-2013 22:38 EST	559548 TX 2	6*
FORM 11-K			NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C

Page 1 of 1

REQUIRED INFORMATION

1. Audited Financial Statements for the Goodrich Corporation Employees' Savings Plan Including:

The Reports of Independent Registered Public Accounting Firms; Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011; and Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012.

2. Exhibit 23

Consent of Independent Registered Public Accounting Firm – Grant Thornton LLP

Consent of Independent Registered Public Accounting Firm – Ernst & Young LLP



UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.17	NER robie0ma	24-Jun-2013 22:41 EST	559548 TX 3	4*
FORM 11-K	START PAGE		NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the United Technologies Corporation Pension Administration and Investment Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

GOODRICH CORPORATION EMPLOYEES' SAVINGS
PLAN

June 26, 2013

/s/ Natalie Morris

Natalie Morris

Director, Employee Benefits and Human Resources Systems
United Technologies Corporation

Goodrich Corporation Employees' Savings Plan

EIN: 34-0252680 Plan Number: 002



UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.18	NER pf_end	24-Jun-2013 22:39 EST	559548 TX 4	4*
FORM 11-K			NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C
						Page 1 of 1

AUDITED FINANCIAL STATEMENTS

Goodrich Corporation Employees' Savings Plan
 December 31, 2012 and 2011, and year ended December 31, 2012
 with Reports of Independent Registered Public Accounting Firms



UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.18	NER pf_end	24-Jun-2013 22:39 EST	559548 TX 5	4*
FORM 11-K			NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C

Goodrich Corporation Employees' Savings Plan

Audited Financial Statements

December 31, 2012 and 2011 and
year ended December 31, 2012

Contents

<u>Report of Independent Registered Public Accounting Firm – Grant Thornton LLP</u>	1
<u>Report of Independent Registered Public Accounting Firm – Ernst & Young LLP</u>	2
Audited Financial Statements	
<u>Statements of Net Assets Available for Benefits</u>	3
<u>Statement of Changes in Net Assets Available for Benefits</u>	4
<u>Notes to Financial Statements</u>	5



UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.17	NER hryse0nd	25-Jun-2013 12:52 EST	559548 TX 6	5*
FORM 11-K	START PAGE		NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and Administrator of the Goodrich Corporation Employees' Savings Plan:

We have audited the accompanying statement of net assets available for benefits of the Goodrich Corporation Employees' Savings Plan (the "Plan") as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Goodrich Corporation Employees' Savings Plan as of December 31, 2012, and the changes in net assets available for benefits for the year ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

/s/ Grant Thornton LLP

Charlotte, North Carolina

June 26, 2013

**UNITED TECHNOLOGIES**

RR Donnelley ProFile

nerdoc1
11.2.17

NER thibe0nd

25-Jun-2013 16:07 EST

559548 TX 7 5*

FORM 11-K

NYC

26-Jun-2013 08:46 EST MRKD

HMS ESS 0C

Page 1 of 1

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Goodrich Corporation
Benefit Design and Administration Committee

We have audited the accompanying statement of net assets available for benefits of the Goodrich Corporation Employees' Savings Plan as of December 31, 2011. This financial statement is the responsibility of the Plan's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2011, in conformity with US generally accepted accounting principles.

Our audit was performed for the purpose of forming an opinion on the financial statement taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2011 is presented for purposes of additional analysis and is not a required part of the financial statement 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. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audit of the financial statement and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Charlotte, North Carolina
June 19, 2012



UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.17	NER thibe0nd	25-Jun-2013 16:10 EST	559548 TX 8	6*
FORM 11-K	START PAGE		NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C

Goodrich Corporation Employees' Savings Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2012	2011
Assets		
Investments, at fair value (<i>Note 3</i>)	\$ —	\$2,091,582,219
Contribution receivable - Goodrich Corporation	—	13,258,223
Notes receivable from participants	—	70,272,310
Total Assets	—	2,175,112,752
Adjustment from fair value to contract value for fully benefit responsive investment contracts	—	(3,269,092)
Net assets available for benefits	<u>\$ —</u>	<u>\$2,171,843,660</u>

See accompanying notes to financial statements



UNITED TECHNOLOGIES	RR Donnelley ProFile	NY8690AC386214 11.2.17	NER quinn0nd	26-Jun-2013 08:49 EST	559548 TX 9	4*
FORM 11-K	START PAGE		NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C

Goodrich Corporation Employees' Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2012

Additions

Investment income:

Interest	\$ 7,412,208
Dividends	39,277,696
Net appreciation in fair value of investments (Note 3)	177,301,563
	<u>223,991,467</u>

Interest income on notes receivable from participants	2,399,917
---	-----------

Contributions from:

Participants	120,528,124
Company	70,599,960
	<u>191,128,084</u>

Assets acquired due to plan merger (Note 1)	798,443
---	---------

Total additions	<u>418,317,911</u>
-----------------	--------------------

Deductions

Benefit payments	(474,011,414)
Administrative expenses	(1,079,890)
Total deductions	<u>(475,091,304)</u>

Assets transferred out due to plan merger (Note 1)	(2,115,070,267)
--	-----------------

Net Decrease	(2,171,843,660)
--------------	-----------------

Net assets available for benefits at beginning of year	<u>2,171,843,660</u>
--	----------------------

Net assets available for benefits at end of year	<u>\$ —</u>
--	-------------

See accompanying notes to financial statements.



UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.17	NER hryse0nd	25-Jun-2013 16:08 EST	559548 TX 10	4*
FORM 11-K	START PAGE		NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C

Goodrich Corporation Employees' Savings Plan

Notes to Financial Statements

Year Ended December 31, 2012

1. Description of the Plan

The following description of Goodrich Corporation Employees' Savings Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Company Merger and Plan Merger

On July 26, 2012, United Technologies Corporation ("UTC") acquired all outstanding shares of common stock of Goodrich Corporation. All references to the Company shall mean Goodrich Corporation prior to the date and United Technologies Corporation after that date. Effective with the acquisition, the United Technologies Corporation Pension Administration and Investment Committee became the Plan Administrator of the Plan.

On October 24, 2012, UTC approved the merger of the Plan into the United Technologies Employee Savings Plan. On December 31, 2012, the Plan was merged into the United Technologies Corporation Employee Savings Plan and the transfer of the Plan's investments was completed. As a result of the Plan Merger, the Net Assets Available for Benefits was \$0 as of December 31, 2012. All participant balances in the Plan were merged into the United Technologies Corporation Employee Savings Plan. Effective December 31, 2012, approximately \$2.1 billion was transferred into the net assets of the United Technologies Corporation Employee Savings Plan. This transfer was comprised of approximately \$1.2 billion of cash, \$542 million of in-kind assets, \$248 million of UTC common stock, \$73 million of notes receivable from participants, and \$16 million of employer contributions receivable.

General

The Plan is a defined contribution plan covering all non-bargaining unit employees and bargaining unit employees of the Company and all subsidiaries of the Company to which the Plan has been extended. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

On March 2, 2012, the net assets of the Winslow Liferaft Company 401(k) Profit Sharing Plan of \$798,443 were transferred into the Plan. Winslow Marine Products Corporation was acquired by the Company on September 30, 2011.

Participation in the Plan

The Plan offers participants the choice of three savings options: an after-tax savings option, a pre-tax 401(k) savings option and a Roth 401(k) option. Under the after-tax savings and Roth 401(k) options, participant contributions are subject to federal income taxes. When withdrawn, participants pay income tax on the investments earnings on after-tax contributions. Investment earnings on Roth 401(k) contributions are never taxed as long as certain conditions are met upon withdrawal. Under the pre-tax savings option, the participant postpones paying federal income taxes on the amount of contributions deducted from his or her salary until the contributions are withdrawn from the Plan. Participants can elect to participate in all of the savings options. Participants can contribute to each of the investment funds under all savings options.

Contributions

Each employee who elects to become a participant in the Plan may make pre-tax, after-tax or Roth 401(k) contributions up to 25% of their qualified compensation, as defined in the Plan document. Maximum pre-tax plus Roth 401(k) participant contributions (which are limited by Internal Revenue Service regulations) were \$17,000 for 2012. Highly compensated employees may be limited to contributing a lower percentage than 25% in order to facilitate the Plan's non-discrimination testing. Participants age 50 or older can contribute pre-tax "catch-up" contributions to the Plan, subject to limitations.

In December 2005, the Plan was amended to change the Company match that applies to non-bargaining unit and certain bargaining unit employees hired after December 31, 2005 to 100% of participant contributions up to 6% of pay. In addition, these participants will receive a discretionary Company contribution equal to 2% of eligible pay at the end of each Plan year provided they are still employed. This 2% contribution is subject to a 3-year vesting schedule. Also, non-bargaining unit and certain bargaining unit employees hired prior to December 31, 2005 who elected to freeze pension benefit service, effective July 1, 2006, receive the same match and Company contributions as new hires. Effective January 2013, this 2% contribution is no longer in effect under the United Technologies Corporation Employee Savings Plan, and former Goodrich participants, who became participants of that plan on December 31, 2012, will become eligible for the automatic non-matched Company contribution.



UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.18	NER pf_end	24-Jun-2013 22:39 EST	559548 TX 11	3*
FORM 11-K			NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C

Vesting Provisions

Participant contributions and earnings thereon are always fully vested. The Company match contribution and other Company contributions made to participant accounts subsequent to December 31, 2001 and earnings thereon are 100% vested.

The Plan was amended in December 2005 to provide a 2% Company discretionary contribution at the end of each Plan year. Participants are 100% vested in these discretionary contributions once they have completed three years of service, as defined in the Plan document.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's contributions. The accounts are adjusted for allocations of the Plan's investment income or losses and administrative expenses.

The Plan provides for the acceptance of rollover contributions from other plans qualified under the Internal Revenue Code (the "Code").

Dividends, interest and proceeds from sale of investments in each fund are reinvested in the respective fund. Participants with a balance in the Company Stock Fund may elect to receive stock dividends directly in cash rather than reinvesting the dividends within the Company Stock Fund.

Benefit Payments

Company contributions made after January 1, 1990, but prior to January 1, 2002, may not be withdrawn until the participant reaches age 55 or upon termination, disability or death. Company matching contributions made on or after January 1, 2002, may not be withdrawn until age 59 1/2 or upon termination, disability or death. Participants separating from service who meet certain requirements have the option of deferring distribution of the vested value of his or her account until age 70 1/2.

Subject to certain conditions as set forth in the Plan document, a participant may make an in-service withdrawal of his or her pre-tax contributions upon incurring a financial hardship.

A participant who elects to withdraw from the Plan is paid the fair value of his or her vested account balance. Distributions from the Company Stock Fund are made in cash or stock. Distributions from the other funds are made in cash.

Forfeiture of Interest

Upon a participant's separation from service, the portion of investments attributable to contributions made by the Company which have not vested shall remain in such accounts. Such non-vested amounts shall be forfeited on the date which is the earlier of the participant receiving a full distribution of the vested portion of the account balance or 60 consecutive months after separation from service. If the participant is rehired before such forfeiture, the non-vested portion shall remain in the participant's account.

All amounts forfeited under the Plan will remain in the Plan and be used to reduce future contributions to the Plan by the Company. If the Plan is terminated, any forfeited amounts not yet applied against the Company's contributions will accrue ratably to the remaining participants in the Plan at the date of termination.

Notes Receivable from Participants

Participant loans consist of general purpose and principal residence. General purpose loans have terms ranging from 1 to 5 years and provide fixed interest rates based upon the federal short-term rate, which ranged from 0.81% to 10.5% at December 31, 2011 and 0.81% to 11% at December 31, 2012. Principal residence loans have terms ranging from 1 to 15 years and provide fixed interest rates based upon the federal long-term rate which ranged from 3.25% to 11% at December 31, 2011 and 3.25% to 8.25% at December 31, 2012. Under either type of loan, participants may borrow up to 50% of the value of their vested account balance up to a maximum of \$50,000. The minimum a participant may borrow is \$1,000. In general, participant loans are repaid in equal weekly or bi-weekly installments through payroll deductions and are secured by the participant's interest in the Plan.



UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.18	NER pf_rend	24-Jun-2013 22:40 EST	559548 TX 12	3*
FORM 11-K			NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C

Administrative Expenses

Investment management fees and administrative expenses related to recordkeeping are charged against the earnings of the investment funds in which the participants' funds are invested. Fees for certain transactions, such as withdrawals and loan processing, are charged directly to the account of the participant.

Merger Agreement with United Technologies Corporation

On September 21, 2011, the Company entered into an Agreement and Plan of Merger ("Merger Agreement") with United Technologies Corporation. The Merger Agreement provided that, upon the terms and subject to the conditions set forth in the Merger Agreement, the Company would be acquired by UTC in a cash-for-stock transaction ("Merger"). The Company agreed to various covenants in the Merger Agreement, including, among other things, to conduct 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. As such, employee and employer contributions continued to be made to the Plan until the Merger. The Merger consummated on July 26, 2012.

At the consummation of the Merger, participants with investments in the Goodrich Corporation Company Stock Fund received \$127.50 in cash per share of Goodrich stock. The cash was held in a transitional money market cash investment for 10 business days following the cash settlement. During that time, participants had the right to choose to exchange the cash to any other investment option in the Plan. At the end of the 10 business day period, any cash remaining in the Company Stock Fund, other than a small amount needed for liquidity purposes, was used to purchase shares of UTC common stock.

Plan Termination

As discussed previously in Note 1, "Description of the Plan", on December 31, 2012, the Plan was merged into the United Technologies Corporation Employee Savings Plan. UTC expects the United Technologies Corporation Employee Savings Plan to be permanent and to continue indefinitely, but since future conditions affecting UTC cannot be anticipated or foreseen, UTC reserves the right in its sole discretion to amend, modify or terminate the United Technologies Corporation Employee Savings Plan at any time. Upon termination, the entire amount of each participant's account (including that portion of the account attributable to Goodrich's and UTC's contributions which would not otherwise be vested) shall become 100% vested and non-forfeitable.

Although it has not expressed any intent to do so, UTC has the right under the United Technologies Corporation Employee Savings Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA and certain Plan provisions that limit this right when certain ESOP loans remain outstanding. In the event of Plan termination, participants will become 100 percent vested in their accounts.

2. Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2012 or 2011. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.



UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.18	NER pf_rend	24-Jun-2013 22:40 EST	559548 TX 13	5*
FORM 11-K			NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C

New Accounting Pronouncements

In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2011-04, Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs, "ASU 2011-04". ASU 2011-04 amends the requirements for measuring amounts at fair value and disclosing information about fair value measurements. Early adoption is not permitted. The Plan adopted the guidance as of January 1, 2012. The adoption did not have a material impact on the Plan's net assets available for benefits or its changes in net assets available for benefits.

3. Fair Value of Financial Investments, Carried at Fair Value

The following presents investments that represent 5 percent or more of the Plan's net assets.

	December 31,	
	2012	2011
Goodrich Corporation 2I Company Stock Fund	\$—	\$369,151,032
JP Morgan Chase & Co. 2A Stable Value Fund	—	364,752,595
Mellon Capital Management 2C S&P Index Fund	—	163,766,131
Fidelity Management & Research Corp Freedom K 2020 Fund	—	139,554,585

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. 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 requires the reporting entity to develop its own assumptions.

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 is a description of the valuation techniques and inputs used for instruments measured at fair value.

Mutual Funds

Plan investments are stated at fair value. The shares of registered investment companies are valued at quoted market prices in an active market, which represent the net asset values of shares held by the Plan.

Lifecycle Funds

This category includes investments in highly diversified funds designed to remain appropriate in terms of risk throughout an investor's working lifetime up to expected retirement age around the target year of the particular fund. Plan investments are stated at fair value. The shares of registered investment companies are valued at quoted market prices in an active market, which represent the net asset values of shares held by the Plan.

Company Stock Fund (formerly known as the Goodrich Stock Fund through July 26, 2012)

The Company Stock Fund is a unitized separate account composed of common stock of Goodrich Corporation through July 26, 2012 and of UTC thereafter, and short-term cash investments. The unit value of the fund is derived from the fair value of the common stock based on quoted market prices in an active market and the short-term cash investments.



UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.18	NER pf_rend	24-Jun-2013 22:40 EST	559548 TX 14	3*
FORM 11-K			NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS OC

Unitized Separate Accounts

The unitized separate accounts are composed of common stock and short-term cash investments. The net asset values of the accounts are derived from the fair values of the investments held based on quoted market prices in an active market and the short-term cash investments. The funds are valued daily and there are currently no restrictions on redemptions. Redemptions of these funds may be suspended or delayed by the managers in periods of significant market upheaval or liquidity events.

The large-cap growth fund targets long-term total return in excess of the Russell 1000® Index. It invests primarily in U.S. common stocks, real estate securities and depositary receipts, but may invest up to 20% of its assets in non-U.S. securities. The fund invests primarily in companies with market capitalizations over \$1 billion at the time of purchase, with the majority of its assets represented by companies with market capitalizations over \$10 billion.

The large-cap value fund targets long-term total return in excess of the Russell 1000® Value Index and primarily invests in common stocks of U.S. large-cap companies using a contrarian relative value style, as opposed to a deep value strategy.

The small-cap fund targets long-term total return in excess of the Russell 2000® Value Index. It invested at least 80% of its assets in equity securities of small cap U.S. companies. The fund seeks companies which are undervalued, but have strong fundamentals and may provide significant upside potential.

Brokerage Link

Investments in the individual Fidelity mutual funds and investments under the brokerage link are valued at quoted market prices in an active market.

Collective Trust Funds

The collective trust funds are composed of fixed income/equity investments and short-term cash investments. The net asset values of the accounts are derived from the fair values of the underlying securities based on quoted market prices in active markets and short-term cash investments. The funds are valued daily and there are currently no restrictions on redemptions. Redemptions of these funds may be suspended or delayed by the managers in periods of significant market upheaval or liquidity events.

The international equity fund targets long-term total return in excess of the MSCI All Country World (ex-US) Growth Index. It seeks to be broadly diversified across countries and sectors and may invest in foreign and/or emerging markets securities. The fund may invest a substantial amount of its assets in issuers located in a limited number of countries and is susceptible to adverse economic, political or regulatory developments affecting those countries. The S&P Index fund seeks to track the performance of the S&P 500® Index.

The Stable Value Fund is a conservative investment strategy that seeks to preserve the value of money invested, perform better than the average money market fund and earn consistent, reliable returns. The Stable Value Fund is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Stable Value Fund invests in a short-term liquidity portfolio and a high quality fixed income portfolio that is paired with fully benefit responsive wrapper contracts issued by various financial institutions and insurance companies. The Stable Value Fund may use U.S. Treasury futures and other derivative tools to help efficiently and cost-effectively manage the interest rate and other risks in the portfolio. The short-term liquidity portfolio is composed of short-term investment grade securities. The fixed income portfolio is a common collective trust that invests in investment grade fixed income securities, primarily U.S. Treasury, agency, corporate, mortgage-backed, asset-backed, and privately placed mortgage debt. Fixed income securities held by the common collective trust are valued each day based on readily available market quotations received from independent or affiliated commercial pricing services. The wrapper contracts are reported at fair value in the Plan's Statement of Net Assets Available for Benefits with a corresponding adjustment to reflect the wrapper contracts at contract value. The fair value of the wrapper contracts is determined by the difference between the replacement cost and actual cost projected for the duration of the associated portfolio and discounted back to the measurement date using an appropriate discount rate.



UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.18	NER pf_end	24-Jun-2013 22:40 EST	559548 TX 15	3*
FORM 11-K			NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C

There are no reserves against wrapper contract value for credit risk of the contract issuers or otherwise. The crediting interest rate related to the fixed income portfolio is based on a formula agreed upon with the issuers and is typically calculated on a quarterly basis. The wrapper contracts amortize the realized and unrealized gains and losses on the underlying fixed income portfolio investments, typically over the duration of the investments, through adjustments to the future interest crediting rate (which is the rate earned by participants in the fund for underlying investments). The issuers of the wrapper contracts provide assurance that the adjustments to the interest crediting rate do not result in a future interest crediting rate that is less than zero, provided that all terms of the wrapper contract have been met. Key factors that could influence future crediting rates include, but are not limited to: participant directed cash flows; changes in interest rates; total return performance of the fair market value bond strategies underlying the investment contracts; default or credit failures of any of the securities, investment contracts, or other investments held in the Plan; the initiation of an extended termination of the investment contracts; and the cost, terms and availability of wrapper contracts.

Certain events limit the ability of the Stable Value Fund to transact at wrapper contract value with the issuer. These events include termination of the Plan, a material adverse change to the provisions of the Plan, if the Fund elects to withdraw from a wrapper contract in order to switch to a different investment provider, or if the terms of a successor plan (in the event of the spin-off or sale of a division) do not meet the wrapper contract issuer's underwriting criteria for issuance of a clone wrapper contract. These events that could result in the payment of benefits at market value rather than contract value are not probable of occurring in the foreseeable future.

The wrapper contracts do not permit the issuers to terminate the contracts unless the Plan loses its qualified status, has incurred material breaches of responsibilities, or material and adverse changes occur to the provisions of the Plan.

The following table summarizes the average yields earned by the plan for the fully benefit responsive investment contracts:

	Year Ended December 31, 2012
Average Yields:	
Based on actual earnings	1.3%
Based on interest rate credited to participants	2.4%

Investments reported in the Plan's Form 5500 differ from Investments reported in the Statements of Net Assets Available for Benefits at December 31, 2012 and 2011 by the adjustment from fair value to contract value for the fully benefit responsive investment contracts of \$0 and \$(3,269,092), respectively and the classification of participant loans as notes receivable from participants of \$0 and \$70,272,310, respectively.

During 2012, the Plan's investments including gains and (losses) on investments bought, sold and held during the year appreciated in fair value by \$177,301,563 as follows:

Mutual Funds	\$ 54,355,816
Lifecycle Funds	38,668,125
Company Stock Fund	23,659,425
Unitized Separate Accounts	22,645,215
Collective Trust Funds	37,972,982
	<u>\$177,301,563</u>

**UNITED TECHNOLOGIES**

RR Donnelley ProFile

nerdoc1
11.2.18

NER pf_rend

24-Jun-2013 22:40 EST

559548 TX 16 4*

FORM 11-K

NYC

26-Jun-2013 08:46 EST MRKD

HMS ESS 0C

Page 1 of 1

The Plan's investments carried at fair value on a recurring basis were as follows:

	Balance December 31, 2012	Level 1	Level 2	Level 3	Balance December 31, 2011	Level 1	Level 2	Level 3
				(Dollars in millions)				
Investments:								
Mutual Funds								
Bond Fund	\$ —	\$ —	\$ —	\$ —	\$ 103.1	\$103.1	\$ —	\$ —
Mid-cap Fund	—	—	—	—	67.7	67.7	—	—
Self-directed Provider Funds	—	—	—	—	345.1	345.1	—	—
Lifecycle Funds	—	—	—	—	446.5	446.5	—	—
Goodrich Stock Fund	—	—	—	—	369.2	—	369.2	—
Unitized Separate Accounts								
Large-cap Growth Fund	—	—	—	—	82.6	—	82.6	—
Large-cap Value Fund	—	—	—	—	30.2	—	30.2	—
Small-cap Fund	—	—	—	—	41.0	—	41.0	—
Self-directed Brokerage Link	—	—	—	—	26.6	26.6	—	—
Collective Trust Funds								
International Equity Fund	—	—	—	—	51.0	—	51.0	—
S&P Index Fund	—	—	—	—	163.8	—	163.8	—
Stable Value Fund	—	—	—	—	364.5	—	364.5	—
Wrapper on Investment Contracts								
	—	—	—	—	0.3	—	—	0.3
Investments, at fair value	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 2,091.6</u>	<u>\$989.0</u>	<u>\$1,102.3</u>	<u>\$ 0.3</u>

4. Income Tax Status

The Plan received a determination letter from the Internal Revenue Service dated July 22, 2004, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust 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. Management believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt. The Company has analyzed the tax positions taken by the Plan and has concluded as of December 31, 2012, there are no uncertain positions taken or expected to be taken. In December 2010, the Company filed a request for a new determination letter. The response from IRS has not yet been received.

5. Transactions with Parties-in-Interest

The Company pays certain legal and accounting expenses of the Plan. Certain plan investments were issued and/or managed by affiliates of the Fidelity Trust Company, the trustee. Transactions related to these investments, including investment and other fees, qualify as party-in-interest transactions. Other than as described above or pursuant to the Trust Agreement with Fidelity Investments, the Plan has had no agreements or transactions with any parties-in-interest that are prohibited transactions under ERISA section 3(14).

6. Risks and Uncertainties

The Plan invests in various investment securities which are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.



200Fy&0h8Q02q%!z

UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.17	NER wernm0nd	25-Jun-2013 12:45 EST	559548 EXIND 1	2*
FORM 11-K			NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS OC

Page 1 of 1

Exhibit Index

- 23 Report of Independent Registered Public Accounting Firm – Grant Thornton LLP
Report of Independent Registered Public Accounting Firm – Ernst & Young LLP



UNITED TECHNOLOGIES	RR Donnelley ProFile	nerdoc1 11.2.17	NER mandb0nd	25-Jun-2013 16:08 EST	559548 EX23 1	6*
FORM 11-K			NYC	26-Jun-2013 08:46 EST	MRKD	HMS ESS 0C

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated June 26, 2013, with respect to the financial statements included in the Annual Report of the Goodrich Corporation Employees' Savings Plan on Form 11-K for the year ended December 31, 2012. We hereby consent to the incorporation by reference of said report in the Registration Statement of Goodrich Corporation on Form S-8 (No. 333-107866) and of United Technologies Corporation on Form S-8 (No. 333-183123).

/s/ Grant Thornton LLP

Charlotte, North Carolina

June 26, 2013

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-107866) pertaining to the Goodrich Corporation Employees' Savings Plan (the Plan) of our report dated June 19, 2012, with respect to the financial statements and schedule of the Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2012, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Charlotte, North Carolina

June 26, 2013

Goodrich Corporation Employee Savings Plan EIN: 34-0252680 PN: 002
Schedule H, Question 4j Plan Year: 01/01/2012 - 12/31/2012

Plan: 74642

Goodrich Corporation Employees' Savings Plan

Run Date: 02/14/2013

Summary of 5% Reportable Transactions

Pursuant to Department of Labor Regulation (DOL) 2520.103-6(c)
For the Plan Year Ending 12/31/2012

Beginning Plan Balance(1): \$2,157,738,489.64
5% of Beginning Balance (applicable for IRS Form 5500, Schedule H filers): \$107,886,924.48

Schedule below is a record of all non-participant directed transactions pursuant to IRS Form 5500 instructions.

Transactions pursuant to DOL Sec. 2520-103-6(c) (1)(i) and 2520.103-6(d):

A transaction within the plan year, with respect to any plan asset, involving amount in excess of 5% for Schedule H filers of the current value of plan assets.

<u>Description of Asset/Transaction</u>	<u>Date</u>	<u>Purchase Price</u>	<u>Sales Price</u>	<u>Expenses Incurred</u>	<u>Cost of Assets</u>	<u>Realized Gain/Loss</u>	<u>% to Bal</u>
0GBFG-2A STABLE VALUE FUND	12/31/2012	\$0.00	\$110,494,807.02	\$0.00	\$110,494,807.02	\$0.00	7.70

Department of Labor regulations require that reportable transactions be determined based on the value of the plan assets as of the beginning of the plan year, (unless the Form 5500 is being filed for the initial plan year -- in which case the value of the plan assets as of the end of the plan year is used). Please note that if your plan converted to Fidelity during the plan year, or Fidelity did not recordkeep all of the plan assets as of the beginning of the plan year, Fidelity is unable to determine the actual value of the plan assets as of the beginning of the plan year. Therefore, the beginning of year value reflected on this report would not be correct. You should apply the value of the transactions identified on this report to the actual value of the assets as of the beginning of the plan year to determine whether or not they are reportable (i.e., exceed 5% of the actual value of plan assets as of the beginning of the year).

Goodrich Corporation Employee Savings Plan EIN: 34-0252680 PN: 002
Schedule H, Question 4j Plan Year: 01/01/2012 - 12/31/2012

Plan: 74642

Goodrich Corporation Employees' Savings Plan

Run Date: 02/14/2013

Summary of 5% Reportable Transactions
Pursuant to Department of Labor Regulation (DOL) 2520.103-6(c)
For the Plan Year Ending 12/31/2012

Beginning Plan Balance(1):	\$2,157,738,489.64
5% of Beginning Balance (applicable for IRS Form 5500, Schedule H filers):	\$107,886,924.48

Schedule below is a record of all non-participant directed transactions pursuant to IRS Form 5500 instructions.

Transactions pursuant to DOL Sec. 2520-103-6(c) (1)(iii) and 2520.103-6(d):

Any transaction within the plan year involving securities of the same issue if within the plan year any series of transactions with respect to such securities, when aggregated, involves an amount in excess of 5% for Schedule H filers of the current value of plan assets.

Description of <u>Asset/Transaction</u>	Total # of <u>Purch</u>	Total Amount of <u>Purchases</u>	Total # of <u>Sales</u>	Total Amount of <u>Sales</u>	Cost of Assets <u>Sold</u>	Net Realized <u>Gain/Loss</u>	% to <u>Bal</u>
TPFB-2C S&P INDEX FUND	0	\$0.00	250	\$81,950,091.59	\$65,124,095.47	\$16,825,996.12	5.70

Department of Labor regulations require that reportable transactions be determined based on the value of the plan assets as of the beginning of the plan year, (unless the Form 5500 is being filed for the initial plan year -- in which case the value of the plan assets as of the end of the plan year is used). Please note that if your plan converted to Fidelity during the plan year, or Fidelity did not recordkeep all of the plan assets as of the beginning of the plan year, Fidelity is unable to determine the actual value of the plan assets as of the beginning of the plan year. Therefore, the beginning of year value reflected on this report would not be correct. You should apply the value of the transactions identified on this report to the actual value of the assets as of the beginning of the plan year to determine whether or not they are reportable (i.e., exceed 5% of the actual value of plan assets as of the beginning of the year).