

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 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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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>UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE RETIREMENT 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>010</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1967</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>010</u>	1c Effective date of plan <u>01/01/1967</u>	
1b Three-digit plan number (PN) ▶	<u>010</u>				
1c Effective date of plan <u>01/01/1967</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>UTC BUILDING</u> <u>ONE FINANCIAL PLAZA</u> <u>HARTFORD, CT 06101</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>06-0570975</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>860-728-7000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336410</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>06-0570975</u>	2c Sponsor's telephone number <u>860-728-7000</u>	2d Business code (see instructions) <u>336410</u>	
2b Employer Identification Number (EIN) <u>06-0570975</u>					
2c Sponsor's telephone number <u>860-728-7000</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	<u>10/11/2013</u> Date	<u>MARY SMOOLCA</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
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		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 65640
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	17477
b Retired or separated participants receiving benefits.....	6b	32494
c Other retired or separated participants entitled to future benefits.....	6c	20220
d Subtotal. Add lines 6a , 6b , and 6c	6d	70191
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	6015
f Total. Add lines 6d and 6e	6f	76206
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	389
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: 1B 1C 1G 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>2</u> A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE RETIREMENT PLAN	B Three-digit plan number (PN) ▶	010
C Plan sponsor's name as shown on line 2a of Form 5500 UNITED TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 06-0570975	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
METROPOLITAN LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5581829	65978	243-RPB		01/01/2012	12/31/2012

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	284449
5 Current value of plan's interest under this contract in separate accounts at year end	5	521199

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☒ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	292831
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)	236	
(4) Transferred from separate account	7c(4)	44113	
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions	7c(6)	44349
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d Total of balance and additions (add lines 7b and 7c(6))	7d	337180
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	29723	
(2) Administration charge made by carrier	7e(2)	5192	
(3) Transferred to separate account	7e(3)	17404	
(4) Other (specify below)	7e(4)	412	
▶ RISK CHARGE			

(5) Total deductions	7e(5)	52731
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	284449
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>010</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>06-0570975</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>06-1050034</u>	<u>93629</u>	<u>004350</u>		<u>01/01/2012</u>	<u>12/31/2012</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>0</u>	<u>0</u>

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end **4** 37923204**5** Current value of plan's interest under this contract in separate accounts at year end **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount **6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☒ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 61775583**c** Additions: (1) Contributions deposited during the year **7c(1)**(2) Dividends and credits **7c(2)**(3) Interest credited during the year **7c(3)** 2822408(4) Transferred from separate account **7c(4)**(5) Other (specify below) **7c(5)**(6) Total additions **7c(6)** 2822408**d** Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 64597991**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 6896202(2) Administration charge made by carrier **7e(2)**(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)** 20408585

▶ ANNUITY GUARANTEE FEE

(5) Total deductions **7e(5)** 27304787**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 37293204

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan <u>UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>UNITED TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>06-0570975</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>4380967023</u>
b	Actuarial value 2b <u>4277819142</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment..... 3a <u>31265</u> <u>1893939628</u>
b	For terminated vested participants..... 3b <u>16370</u> <u>304283386</u>
c	For active participants:
(1)	Non-vested benefits..... 3c(1) <u>79317656</u>
(2)	Vested benefits..... 3c(2) <u>1349682794</u>
(3)	Total active 3c(3) <u>18005</u> <u>1429000450</u>
d	Total 3d <u>65640</u> <u>3627223464</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>7.00 %</u>
6	Target normal cost..... 6 <u>63040804</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>10/02/2013</u> Date
<u>JAY MITCHELL, F.S.A.</u> Signature of actuary	<u>11-05718</u> Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA, INC.</u> Type or print name of actuary	<u>203-326-5400</u> Telephone number (including area code)
<u>263 TRESSER BOULEVARD</u> <u>STAMFORD, CT 06901-3226</u> Firm name	
<u>Address of the firm</u>	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	765893847	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	70894795	0
9	Amount remaining (line 7 minus line 8)	694999052	0
10	Interest on line 9 using prior year's actual return of <u>7.06</u> %	49066933	
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		180371543
	b Interest on (a) using prior year's effective interest rate of <u>6.27</u> % except as otherwise provided (see instructions)		11869365
	c Total available at beginning of current plan year to add to prefunding balance		192240908
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	744065985	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	97.42 %
15	Adjusted funding target attainment percentage	15	117.93 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	100.09 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	63040804	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	63040804	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	63040804	0	63040804
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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

A Name of plan <u>UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ► <u>010</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>06-0570975</u>

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: UTC MASTER RETIREMENT TRUST

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

c EIN-PN <u>13-3064404-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5429262109</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: SEPARATE ACCOUNT 00041

b Name of sponsor of entity listed in (a): METROPOLITAN LIFE INSURANCE COMPANY

c EIN-PN <u>13-5581829-001</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>518156</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE RETIREMENT PLAN	B Three-digit plan number (PN) ►	010
C Plan sponsor's name as shown on line 2a of Form 5500 UNITED TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 06-0570975	

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

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	200000000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	521200	518156
(11) Value of interest in master trust investment accounts	1c(11)	4121750187	5429262109
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	62068413	37577654
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4384339800	5467357919

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4384339800	5467357919
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2822645	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		2822645

		(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)		26293
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		583528421
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		586377359

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	220500133	
(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)		220500133
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		220500133

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		365877226
l Transfers of assets:			
(1) To this plan.....	2l(1)		717140893
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **KPMG LLP**

(2) EIN: **13-5565207**

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.		X	

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

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

5b(1) Name of plan(s)

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

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>UNITED TECHNOLOGIES CORPORATION REPRESENTED EMPLOYEE RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>010</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>06-0570975</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
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>06-1050034</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>98</u>

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. 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: 48% Investment-Grade Debt: 34% High-Yield Debt: 0% Real Estate: 4% Other: 14%

- 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 CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN**

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

**UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN**

Financial Statements and Supplemental Schedule
December 31, 2012 and 2011

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Note: Certain supplemental schedules specified by the Employee Retirement Income Security Act of 1974 (ERISA) are not applicable and have been omitted.	



KPMG LLP
One Financial Plaza
755 Main Street
Hartford, CT 06103

Independent Auditors' Report

The Participants and Administrator
United Technologies Corporation Represented Employee Retirement Plan:

Report on the Financial Statements

We have audited the accompanying financial statements of United Technologies Corporation Represented Employee Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of December 31, 2011, and the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note 7, which was certified by Prudential Retirement Insurance and Annuity Company and Metropolitan Life Insurance Company (the Insurance Companies) and the information summarized in note 8, which was certified by The Bank of New York Mellon, N.A., the Trustee, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Insurance Companies and Trustee hold the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the Insurance Companies and Trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the Insurance Companies and Trustee is complete and accurate.

***Disclaimer of Opinion***

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of Schedule H, Line 4i - Schedule of Assets (held at end of year) as of December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

October 9, 2013

**UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN**

Statements of Net Assets Available for Plan Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments:		
Plan interest in Master Trust, at fair value, as certified by Trustee (note 8)	\$ 5,429,262,109	4,121,750,187
Investment contracts with Insurance Companies, at contract value, as certified by Insurance Companies (note 7)	37,577,654	62,068,413
Investment in pooled separate accounts, at fair value, as certified by Insurance Companies (note 7)	<u>518,156</u>	<u>521,200</u>
Total investments	5,467,357,919	4,184,339,800
Employer contributions receivable	<u>—</u>	<u>200,000,000</u>
Net assets available for plan benefits	<u>\$ 5,467,357,919</u>	<u>4,384,339,800</u>

See accompanying notes to financial statements.

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Statements of Changes in Net Assets Available for Plan Benefits

Years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions:		
Investment income:		
Investment income – plan interest in net appreciation, investment advisors’ and trustee’s fees, and investment income of Master Trust, as certified by Trustee (note 8)	\$ 589,947,454	266,998,674
Interest income – investment contracts, as certified by Insurance Companies (note 7)	2,822,645	3,668,583
Net appreciation in pooled separate accounts, as certified by Insurance Companies (note 7)	<u>26,293</u>	<u>37,626</u>
Total investment income	592,796,392	270,704,883
Employer contributions	<u>—</u>	<u>200,000,000</u>
Total additions	<u>592,796,392</u>	<u>470,704,883</u>
Deductions:		
Benefit payments	(220,500,133)	(206,831,339)
Administrative expenses	<u>(6,419,033)</u>	<u>(7,111,279)</u>
Total deductions	<u>(226,919,166)</u>	<u>(213,942,618)</u>
Net increase before plan transfers	365,877,226	256,762,265
Plan mergers and transfers (note 3):		
Transfers into Plan	<u>717,140,893</u>	<u>—</u>
Net increase	1,083,018,119	256,762,265
Net assets available for plan benefits:		
Beginning of year	<u>4,384,339,800</u>	<u>4,127,577,535</u>
End of year	<u>\$ 5,467,357,919</u>	<u>4,384,339,800</u>

See accompanying notes to financial statements.

**UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN**

Statement of Accumulated Plan Benefits

December 31, 2011

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving payments

\$ 2,223,616,607

Other participants

2,374,777,564

4,598,394,171

Nonvested benefits

100,563,476

Total actuarial present value of accumulated plan benefits

\$ 4,698,957,647

See accompanying notes to financial statements.

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Statement of Changes in Accumulated Plan Benefits

Year ended December 31, 2011

Actuarial present value of accumulated plan benefits at beginning of year	\$ 4,207,061,543
Increase (decrease) during the year attributable to:	
Benefits accumulated	82,333,667
Increase for interest due to the decrease in the discount period	221,670,800
Benefits paid	(206,831,339)
Plan amendments (note 4)	13,538,748
Change in actuarial assumptions (note 4)	<u>381,184,228</u>
Net increase	<u>491,896,104</u>
Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 4,698,957,647</u></u>

See accompanying notes to financial statements.

**UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of the Plan

(a) General

The United Technologies Corporation Represented Employee Retirement Plan (the Plan) is a noncontributory defined benefit retirement plan. The Plan covers certain domestic hourly paid employees of United Technologies Corporation and its subsidiaries (UTC) (the Plan Sponsor) covered by a collective bargaining agreement as well as former participants of the Goodrich Corporate Wage Employees' Pension Plan as of December 31, 2012. Employees are eligible to participate after completing 1,000 hours of eligible service and the earlier of (i) attaining age 21 and completion of one year of eligible service or (ii) completion of 5 years of eligible service. The Plan is administered by UTC (the Plan Administrator) and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The following brief description of the Plan is provided for general information purposes only. More complete information is provided by the Summary Plan Description and Plan Document, which are available from the Plan Administrator.

(b) Vesting and Benefit Provisions

Under the terms of the Plan, participants are fully vested after 5 years of service and are eligible for pension benefits upon retirement. Generally, participants are eligible for retirement at age 65. Employees may elect to receive their pension benefits in the form of a joint and survivor annuity, they may elect to receive the value of their accumulated plan benefits as a lump-sum distribution upon retirement or termination, or they may elect to receive their benefits as a life annuity payable monthly from retirement. Eligible employees are entitled to monthly pension benefits based upon the participant's years of credited service and fixed benefit rates. The rates vary for each business division.

Eligible participants could receive early retirement benefits, reduced in a manner set forth in the plan document, based upon age and service at termination.

If, upon termination, the present value of the pension benefit as of the participant's normal retirement age is less than or equal to \$5,000, the vested portion of the benefit will be transferred to an IRA account if the participant does not elect otherwise. The Plan also provides for disability benefits and pre-retirement death benefits for certain groups of employees.

(2) Summary of Accounting and Reporting Policies

The significant accounting and reporting policies followed by the Plan are summarized below:

(a) Basis of Presentation

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

(b) Payment of Benefits

Benefits are recorded when paid.

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(c) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of net assets available for plan benefits at the dates of the financial statements, the changes in net assets available for plan benefits during the reporting periods, and other amounts reported in the financial statements and accompanying notes. The actuarial present value of accumulated plan benefits and contributions to the Plan are estimates which are based upon the actuarial methods and assumptions selected regarding salary rates, employee termination rates, mortality rates and other factors. Actual results could differ from those estimates.

(d) Contributions

Employer contributions are determined on an actuarial basis and are recorded during the Plan year to which they pertain.

(e) Administrative Expenses/Related Party Transactions

Expenses incurred in the administration of the Plan including fees paid to third-party administrators and other expenses, primarily actuarial fees and Pension Benefit Guaranty Corporation (PBGC) premiums, are paid from the Plan's assets.

Certain plan investments are managed by The Bank of New York Mellon, N.A. (the Trustee) and Prudential Retirement Insurance and Annuity Company and Metropolitan Life Insurance Company (the Insurance Companies). These transactions qualify as party-in-interest transactions. For the years ended December 31, 2012 and 2011, fees paid by the Plan or allocated to the Plan in the Master Trust for investment advisory services and trustee services to the Trustee amounted to \$15,116 thousand and \$12,645 thousand respectively. For the years ended December 31, 2012 and 2011, fees paid by the Plan or allocated to the Plan in the Master Trust for investment advisory services, trustee and administrative expenses to the Insurance Companies amounted to \$414 thousand and \$447 thousand, respectively.

(f) Investments in Insurance Contracts and Pooled Separate Accounts

The Plan's investments in insurance contracts are reported based upon unaudited statements certified by the Insurance Companies (see note 6). Under these contracts a portion of the investments are held in Immediate Participation Guarantee (IPG) Funds and pooled separate accounts held by the Insurance Companies. The IPG Funds are reported at contract value based on the deposited assets plus interest on such assets less costs of administration and payment of benefits. Interest is credited to the IPG Funds in accordance with the estimated allocation procedures of the Insurance Companies. Investments in pooled separate accounts are valued at fair value. The Insurance Companies have discretionary authority concerning investment of such deposits. The investments held in the IPG Funds were established prior to March 20, 1992 and therefore are reported at contract value as permitted by Financial Accounting Standards Board (FASB) Accounting Standards Codification ASC Topic 960, *Plan Accounting – Defined Benefit Pension Plans*.

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(g) Master Trust

The Plan's interest in the UTC Master Trust (Master Trust) is based upon the value of units of participation as certified by the Master Trust Trustee (see note 8). Master Trust investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of the Plan's interest in investment income (loss) and realized and unrealized appreciation (depreciation) in the market value of the invested assets of the Master Trust, net of investment advisory and trustee fees, is allocated to the Plan by the Trustee based on the Plan's proportionate interest in the Master Trust.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded as earned. UTC performs ongoing due diligence reviews of the Master Trust's investments and has retained a consultant to provide quarterly reports, including a performance review.

(h) Risks and Uncertainties

The investment managers retained by the Plan Administrator have discretion to invest Master Trust assets in derivative financial instruments to manage risk as well as to enhance yields. These derivatives are primarily in the form of forward foreign exchange contracts, and various equity and interest rate futures. Such derivative instruments are reported at fair value within the Master Trust, and the changes in fair value are reported currently in the net appreciation (depreciation) of the Master Trust and not deferred. The future foreign exchange contracts represent an obligation to receive or disburse the change in the market value of the index. A portion of the Master Trust's assets are invested in international securities. As a result, the Master Trust assets are exposed to risk from fluctuations in foreign exchange rates.

By nature, all financial instruments involve risk, generally market risk, arising from changes in stock and bond prices, interest rates or currency exchange rates, credit risk, and the risk that an issuer or counter party will default on an agreed-upon transaction.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change.

Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

(i) Fair Value Measurement

U.S. GAAP provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- **Level 1** – The types of instruments classified as Level 1 are valued based on quoted market prices in active markets.
- **Level 2** – The types of instruments classified as Level 2 are valued based on inputs other than quoted prices that are observable for the asset, such as quoted prices for similar instruments in active markets or similar instruments in markets that are not active and model-based valuations for which all significant assumptions are observable or can be corroborated by observable market data.
- **Level 3** – Investments classified as Level 3 have inputs based on unobservable price data. They typically trade infrequently and therefore have little or no price transparency. Fair value pricing is developed based on the best information available which can include the reporting entity's own data.

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

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

Transfers between levels, if any, are recorded as of the date the transfer occurred.

(j) Recent Accounting Pronouncements

In May 2011, the FASB issued ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards. ASU No. 2011-04 provides a consistent definition of fair value and ensures that the fair value measurement and disclosure requirements are similar between U.S. GAAP and International Financial Reporting Standards. ASU No. 2011-04 specifies that in the absence of a Level 1 input for a fair value measure, a reporting entity should apply premiums or discounts when market participants would take them into account when pricing the asset or liability. In addition, the guidance enhances the disclosure requirements that reporting entities must provide quantitative information about inputs used within Level 3 of the fair value hierarchy. These disclosures became effective for the Plan in 2012. The adoption of the guidance did not have a material impact on the Plan's financial statements.

**UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(3) Plan Merger

In July 2012, UTC completed its acquisition of Goodrich Corporation (Goodrich). Effective October 1, 2012, the Goodrich Master Trust was merged with the UTC Master Trust. As a result, assets totaling \$2,912 million were transferred into the UTC Master Trust. Effective December 31, 2012, the Plan was amended to merge the Goodrich Corporation Wage Employees' Pension Plan into the Plan. As a result, assets totaling \$717,140 thousand and \$850,925 thousand of benefit obligations were transferred into the Plan effective December 31, 2012.

(4) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump sum distributions, that are attributable under the Plan's provisions to the service employees have rendered as of the actuarial valuation date. Accumulated plan benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation to determine benefit obligations as of December 31, 2011 were:

	2011
a. Discount rate	4.70%
b. Mortality table	RP-2000
c. Retirement age	Decrement averaging at age 62; for certain employees earlier of age 63 and 25 years of service and age 65, and for other employees earlier of age 63 and 15 years of service and age 65

The present value of accumulated plan benefits as for December 31, 2011 increased by \$13,539 thousand mainly as a result of plan amendment benefit changes at various employee groups resulting from collective bargaining agreements.

The present value of accumulated plan benefits as of December 31, 2011 increased by \$381,165 thousand due to changes in actuarial assumptions mainly as a result of the decrease in the discount rate assumption from 5.40% at December 31, 2010 to 4.70% at December 31, 2011.

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

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(5) Funding Policy

UTC's funding policy is to make periodic contributions to the Plan in amounts that will meet or exceed the annual ERISA minimum funding requirement. Contributions for the years ended December 31, 2012 and 2011 have met the minimum funding requirements of ERISA.

(6) Plan Termination

Although UTC has not expressed any intent to terminate the Plan, it may do so at any time. In the event the Plan terminates, the net assets generally will not be available on a pro rata basis to provide for participant's benefits. The maximum amount of PBGC guaranteed benefits for terminations in 2013 at age 65 is \$4,790 per month. Whether all plan participants receive their full plan benefits, should the Plan terminate at some future time, would depend on the priority of these benefits and the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the financial condition of the Plan Sponsor and the level of benefits guaranteed by the PBGC. Some benefits may be fully or partially provided for by the existing plan assets and the PBGC guarantee while other benefits may not be provided for at all.

Upon termination, UTC shall give notice to the PBGC and shall comply with its procedures and lawful orders. As soon as it may do so, UTC thereupon shall cause all amounts in the hands of the Trustee and Insurance Companies to be allocated and distributed in the manner and order set forth in Section 4044 of ERISA to the extent of the sufficiency of the Plan's assets.

Additional information concerning the priority order of participants' claims to the assets of the Plan upon termination can be obtained from the Summary Plan Description, which is available from the Plan Administrator.

(7) Immediate Participation Guarantee (IPG) Funds and Pooled Separate Accounts (Unaudited)

A portion of the Plan's assets are held in IPG Funds and separate accounts with the Insurance Companies. Amounts invested in IPG Funds are primarily invested in the Insurance Companies' General Account under a contract established on January 1, 1978 and earn the same rate of return that the Insurance Companies' general fund achieves. The remaining assets are invested in IPG Funds and pooled separate accounts held by the Insurance Companies under various contracts. These contracts continue in perpetuity. Under the terms of the IPG Funds' contracts, the Insurance Companies maintain separate accounting of investment income and expenses. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The Plan Administrator does not believe that any events would limit the Plan's ability to transact at contract value.

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

The following is a summarization of the unaudited amounts held under the contracts certified by the Insurance Companies in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

		December 31	
		2012	2011
Immediate participation guarantee funds (contract value)	\$	37,577,654	62,068,413
Separate accounts held by Metropolitan Life Insurance Company (fair value)		518,156	521,200
Total investment contracts with insurance companies	\$	38,095,810	62,589,613
		Year ended December 31	
		2012	2011
Interest income	\$	2,822,645	3,668,583
Net appreciation in separate accounts		26,293	37,626
	\$	2,848,938	3,706,209

The following tables set forth by level, within the fair value hierarchy, the plan's assets in separate accounts held at fair value as of December 31, 2012 and 2011. The following tables do not include the Plan's interest in the Master Trust because that information is presented in a separate table (see note 8).

Fair value measurements as of December 31, 2012				
	Level 1	Level 2	Level 3	Fair value
Separate accounts (fixed income)	\$ —	518,156	—	518,156
Total at fair value	\$ —	518,156	—	518,156

Fair value measurements as of December 31, 2011				
	Level 1	Level 2	Level 3	Fair value
Separate accounts (fixed income)	\$ —	521,200	—	521,200
Total at fair value	\$ —	521,200	—	521,200

Separate Accounts are valued at fair value based on underlying fixed income securities that are generally valued using current yields of similar instruments with comparable durations considering the

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

credit-worthiness of the issuer. There have been no changes in the methodologies used at December 31, 2012 and 2011, and there were no transfers between levels for the year ended December 31, 2012.

(8) Investment in Master Trust (Unaudited)

UTC has entered into a Master Trust agreement with The Bank of New York Mellon, N.A. as Trustee. Under this agreement, certain pension plans of UTC and its subsidiaries combine certain of their investments in the Master Trust.

Participating plans receive units of participation in this pool of investments based on their contributions to the Master Trust. The plans redeem units of participation to meet plan requirements to pay pension benefits and administrative expenses.

UTC stock held in the Master Trust had a fair value of \$926,445 thousand and \$887,279 thousand at December 31, 2012 and 2011, respectively. UTC stock held in the Master Trust represents approximately 4% and 5% of the Master Trust's Net Assets at December 31, 2012 and 2011, respectively.

The following is a summarization of the unaudited financial information and data for the Master Trust and the portion applicable to the Plan, certified by the Trustee in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA:

	December 31	
	2012	2011
	(In thousands)	
Assets:		
Short-term instruments:		
Cash and equivalents	\$ 2,009,834	571,085
Securities held as collateral for securities lending	—	1,445
Equity securities, including \$926,445 at 2012 and \$887,279 at 2011 of UTC stock	5,234,111	4,376,372
Common collective trust	2,336,581	2,577,339
Debt securities:		
Corporate debt	6,010,672	4,147,766
U.S. government and related agency obligations	1,115,839	1,602,610
Derivatives	27,486	40,947
Real estate	1,190,975	854,849
Limited partnerships	3,968,316	3,656,509
Other	640,314	17,400
Subtotal	22,534,128	17,846,322
Interest and dividends receivable	78,356	65,121
Other receivables	176,300	54,420
Total assets	22,788,784	17,965,863

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

	December 31	
	2012	2011
	(In thousands)	
Liabilities:		
Other payables	219,912	89,955
Obligation to return securities lending collateral	—	1,445
Total liabilities	219,912	91,400
Net assets	\$ 22,568,872	17,874,463
Net assets of the Master Trust allocable to the Plan	\$ 5,429,262	4,121,750
Percentage of Plan's interest in the Master Trust	24%	23%

Master Trust Statement of Changes in Net Assets

	Year ended December 31	
	2012	2011
	(In thousands)	
Additions:		
Interest income	\$ 254,007	322,226
Dividend income	123,132	119,072
Net appreciation in value of invested assets	2,212,487	758,944
Other income	70,796	54,340
Total net additions	2,660,422	1,254,582
Deductions:		
Investment advisors' and trustee's fees	(66,325)	(52,788)
Total deductions	(66,325)	(52,788)
Net increase prior to transfers and mergers	2,594,097	1,201,794
Increase due to merger of Goodrich Master Trust	2,912,415	—
Contributions, distributions, and other activity	(812,103)	(331,707)
Net increase in net assets	4,694,409	870,087
Net assets:		
Beginning of year	17,874,463	17,004,376
End of year	\$ 22,568,872	17,874,463
Net increase prior to transfer allocable to the Plan	\$ 589,947	266,999
Percentage of Plan's interest in net increase prior to transfer	23%	22%

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

During the years ended December 31, 2012 and 2011, the Master Trust's investments (including investments bought and sold, as well as investments held during the year) appreciated (depreciated) as follows:

	Net appreciation (depreciation) in fair value	
	2012	2011
	(In thousands)	
Equity securities	\$ 611,465	(384,444)
Common collective trust	209,608	(82,149)
Debt securities	310,303	734,371
Limited partnerships	438,932	331,404
Derivatives	541,365	78,343
Real estate	75,193	68,612
Other	25,621	12,807
	<u>\$ 2,212,487</u>	<u>758,944</u>

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011, and there were no transfers between levels for the year ended December 31, 2012.

Quoted market prices are used to value equity and certain actively traded debt investments, when available. Investments in securities traded on national and foreign securities exchanges are valued using the pricing services' reported sale prices on the last business day of the year or, if no sales were reported on that date, at the last reported bid prices.

Forward currency contracts, futures and options are valued at the exchange rates and market prices prevailing on the last business day of the year. Both exchange rates and market prices are readily available from published sources. Temporary cash investments are stated at fair value.

The Plan's interest in certain common collective trusts and limited partnerships are reported at the net asset value (NAV) reported by the fund managers. NAV is used to estimate the fair value of the Plan's interest therein, unless it is probable that all or a portion of the investment will be sold for an amount different from NAV. As of December 31, 2012, the Plan had no specific plans or intentions to sell investments at amounts different than NAV.

For securities that have no quoted market price, including those valued using NAV, many factors are considered in arriving at that fair market value, which include the following:

Common collective trusts invest in other public or private individual assets as determined and managed by the fund. The Plan's interest in the common/collective trust funds are based on the fair values of the underlying investments. Investments in collective trust funds are valued at their respective NAV per share/unit on the valuation date. There are no unfunded commitments and investments can be redeemed monthly with 30-120 days notice.

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

Limited partnerships, also valued at NAV, principally private equity investments, are valued quarterly by the general partner using various valuation methods such as discounted cash flows, earnings multiples and market multiples. Valuation adjustments occur which reflect changes in operating results, financial condition, or prospects of the applicable portfolio company. Since valuation estimates are typically lagged a quarter, a fourth quarter roll-forward valuation process is used for fund level partnerships. This process takes into account latest reported valuation, monthly capital calls, management fees, return of capital, income distributions, and realized gains/losses.

For fixed-income securities, the market approach pricing methodology is primarily used where observable prices are obtained by market transactions involving identical or comparable securities of issuers with similar credit ratings. Mortgages have been valued on the basis of their future principal and interest payments discounted at prevailing interest rates for similar investments.

Real estate investments are valued on a quarterly basis; principally, rental property subject to long-term leases has been estimated on the basis of future rental receipts and estimated residual values discounted at interest rates commensurate with the risks involved. These valuation estimates are supplemented by third-party appraisals on an annual basis.

Fair value information for investments that are measured at fair value on a recurring basis is as follows at December 31, 2012 and 2011 (in thousands):

Fair value measurements as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Cash and equivalents	\$ 658,756	1,351,078	—	2,009,834
Equity:				
Aerospace/Defense	971,585	—	—	971,585
Automotive	133,764	—	—	133,764
Banks	360,336	—	—	360,336
Food and beverage	207,747	—	—	207,747
Chemicals	147,759	—	—	147,759
Computers	132,784	—	—	132,784
Financial services	162,135	—	—	162,135
Electrical components	137,077	—	—	137,077
Oil and gas	345,976	—	—	345,976
Healthcare	120,631	—	—	120,631
Insurance	163,818	—	—	163,818
Telecommunications	190,445	—	—	190,445
Pharmaceuticals	264,270	—	—	264,270
Retail	182,413	—	—	182,413
Software	107,927	—	—	107,927
Other	1,605,444	—	—	1,605,444
Total equity	5,234,111	—	—	5,234,111

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

Fair value measurements as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Common collective trusts:				
Equities	\$ —	1,258,766		1,258,766
Cash equivalents	—	480,164	—	480,164
Other	—	597,651	—	597,651
Common collective trusts	—	2,336,581	—	2,336,581
Debt securities:				
Banking and finance	—	954,943		954,943
Food, Beverage, and Tobacco	—	198,036	—	198,036
Healthcare	—	576,044	—	576,044
Insurance	—	213,411	—	213,411
Retail	—	329,617	—	329,617
Oil and Gas	—	426,360	—	426,360
Technology	—	211,033	—	211,033
Utilities	—	1,203,095	—	1,203,095
Other	—	1,898,133	—	1,898,133
U.S. government and related agency obligations	1,021,056	94,783	—	1,115,839
Total debt	1,021,056	6,105,455	—	7,126,511
Limited partnerships:				
Private equities	—	1,939,602 (a)	1,852,794 (b)	3,792,396
Other	—	—	175,920 (c)	175,920
Limited partnerships	—	1,939,602	2,028,714	3,968,316
Derivatives	28,114	(628)	—	27,486
Real estate	—	—	1,190,975	1,190,975
Other	5,452	634,862	—	640,314
Total assets at fair value	\$ 6,947,489	12,366,950	3,219,689	22,534,128

- (a) Includes investment in domestic private equity funds with monthly redemption frequency and 30 days notice.
- (b) Includes investment in private equity both domestically and internationally. These investments can never be redeemed during the life of the funds. Approximately 69% of the funds have a life up to 5 years and approximately 31% of the funds have a life that ranges from 5 years to 10 years. Unfunded commitments total approximately \$1,016 million.
- (c) Primarily includes real estate funds with quarterly redemption frequency and 60 days notice.

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

Fair value measurements as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Cash and equivalents	\$ 571,085	—	—	571,085
Equity:				
Aerospace/Defense	919,888	—	—	919,888
Automotive	108,197	—	—	108,197
Banks	197,635	—	—	197,635
Food and beverage	155,238	—	—	155,238
Chemicals	99,506	—	—	99,506
Computers	153,448	—	—	153,448
Financial services	146,694	—	—	146,694
Electrical components	136,417	—	—	136,417
Oil and gas	358,274	—	—	358,274
Healthcare	111,978	—	—	111,978
Insurance	104,585	—	—	104,585
Telecommunications	224,937	—	—	224,937
Pharmaceuticals	195,012	—	—	195,012
Retail	156,885	—	—	156,885
Software	111,555	—	—	111,555
Other	1,164,108	32,015	—	1,196,123
Total equity	4,344,357	32,015	—	4,376,372
Common collective trusts:				
Equities	—	749,637	25,580	775,217
Cash equivalents	—	1,385,565	—	1,385,565
Other	—	247,793	168,764	416,557
Common collective trusts	—	2,382,995	194,344	2,577,339
Debt securities:				
Banking and finance	—	786,671	—	786,671
Utilities	—	787,600	—	787,600
Other	—	2,570,681	2,814	2,573,495
U.S. government and related agency obligations	1,519,714	82,896	—	1,602,610
Total debt	1,519,714	4,227,848	2,814	5,750,376
Limited partnerships:				
Private equities	—	1,516,203 (a)	1,407,862 (b)	2,924,065
Other	—	556,661 (c)	175,783 (d)	732,444
Limited partnerships	—	2,072,864	1,583,645	3,656,509

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

Fair value measurements as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
Derivatives	\$ 37,838	3,109	—	40,947
Real estate	—	—	854,849	854,849
Other	—	17,400	—	17,400
Securities held as collateral	—	1,445	—	1,445
Total assets at fair value	\$ 6,472,994	8,737,676	2,635,652	17,846,322

- (a) Includes investment in domestic private equity funds with monthly redemption frequency and 30 days notice.
- (b) Includes investment in private equity both domestically and internationally. These investments can never be redeemed during the life of the funds. Approximately 69% of the funds have a life up to 5 years and approximately 31% of the funds have a life that ranges from 5 years to 10 years. Unfunded commitments total approximately \$563 million.
- (c) Includes investment in commingled funds with monthly redemption frequency and 30 days notice.
- (d) Primarily includes real estate funds with quarterly redemption frequency and 60 days notice.

In preparing its fair value disclosures, the Plan has considered the nature of the underlying investments in classifying its investments by type and valuation level. The classification of investments in the Master Trust statement of net assets reflects a classification based on the structure of the investment. As an example, real estate held within a limited partnership structure may be classified differently. The Plan believes the presentation of investments by valuation levels is representative of the required disclosures.

Level 3 Gains and Losses

The following tables set forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2012 and 2011 (in thousands):

Level 3 assets – 2012					
	Debt	Limited partnerships	Common collective trusts	Real estate	Total
Balance at December 31, 2011	\$ 2,814	1,583,645	194,344	854,849	2,635,652
Realized gains (losses)	79	177,180	2,914	(2,617)	177,556
Unrealized gains (losses) relating to instruments still held at the reporting date	108	16,175	23,096	57,682	97,061
Purchases	9	304,820	420,035	101,946	826,810
Sales	(3,010)	(360,528)	(117,558)	(36,294)	(517,390)
Transfer between classifications	—	307,422	(522,831)	215,409	—
Balance at December 31, 2012	\$ —	2,028,714	—	1,190,975	3,219,689

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

Level 3 assets – 2011						
	Equity	Debt	Limited partnerships	Common collective trusts	Real Estate	Total
Balance at December 31, 2010	\$ 515	—	1,556,207	17,259	562,810	2,136,791
Realized gains (losses)	(92)	—	112,934	(2,173)	(4,995)	105,674
Unrealized gains (losses) relating to instruments still held at the reporting date	29	(60)	34,694	7,810	73,608	116,081
Purchases	—	2,874	210,701	172,561	242,948	629,084
Sales	(452)	—	(330,891)	(1,113)	(19,522)	(351,978)
Balance at December 31, 2011	\$ —	2,814	1,583,645	194,344	854,849	2,635,652

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments as of December 31, 2012, and the significant unobservable inputs and the ranges of values for those inputs (in thousands):

Level 3 investment	Fair value	Principal valuation technique	Significant unobservable inputs	Range of significant input values
Real estate	\$ 1,190,975	Discounted Cash Flow Analysis	Revenue Growth Rate Discount Rate Exit Cap Rate	0% - 11% 6.5% - 9.5% 5.75% - 9%
Limited partnerships	2,028,714	Market Value Comparable Company Analysis Discounted Cash Flow Analysis Expected Returns Benchmark Pricing Comparable Yields Recent Financing	EBITDA Multiples WACC Illiquidity Discount Control Premium Lack of Control Discount Tangible book value Revenue Multiple Terminal Capitalization Rate Yield	2.8X - 20X 6% - 25% 0% - 37% 0% - 30% 5% - 17% 0X - 0.8X 1X - 5X 0% - 7.5% 0% - 22.5%

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

In estimating fair value of the investments in level 3, the Plan Administrator may use third-party pricing sources. In substantiating the reasonableness of the pricing data provided by third parties, the Plan Administrator evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments, and overall credit ratings.

Derivative Financial Instruments

At December 31, 2012 and 2011, the Master Trust had open foreign currency contracts to purchase approximately \$141,000 million and \$259,000 million, respectively, and sell approximately \$141,000 million and \$259,000 million, respectively, of various foreign currencies.

(9) Tax Status of the Plan

The Internal Revenue Service has determined and informed the Plan Administrator by a letter dated November 17, 2003 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

The Plan is subject to routine audits by taxing authorities; however, there are currently no audits in progress for any tax periods.

(10) Subsequent Events

Effective June 30, 2013, the assets of the Market Forge & United Steel Workers of America Pension Plan (Market Forge) were merged into the Plan. The Market Forge plan's net assets available for benefits of approximately \$5 million and all related accumulated benefit obligations transferred to the Plan. This merger will not affect the participant's pension benefits because the benefit provisions of the merged plan will be incorporated into the Plan.

The Plan Administrator evaluated subsequent events through October 9, 2013, the date of issuance of its financial statements and determined that there are no additional items to be disclosed.

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost of asset	(e) Current
*	Prudential Retirement Insurance and Annuity Company	Immediate Participation Guarantee Fund	\$ 37,293,205	37,293,205
*	Metropolitan Life Insurance Company	Immediate Participation Guarantee Fund	284,449	284,449
*	Metropolitan Life Insurance Company	Separate Accounts-Blackrock Managed Broad Market Bond Fund	503,725	518,156
	Total		<u>\$ 37,577,654</u>	<u>37,577,654</u>

* Denotes a party-in-interest to the Plan

The information in this schedule has been certified as to its completeness and accuracy by Prudential Retirement Insurance and Annuity Company and Metropolitan Life Insurance Company in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

See accompanying independent auditors' report.

United Technologies Corporation
Represented Employee Retirement Plan

EIN: 06-0570975 PN: 010

Schedule SB, Line 22 - Description of Weighted Average Retirement Age

	(1) 01/01/2012 Active FT (excl. suspendeds)	(2) Retirement Age	(3) (1)x(2) FT-Weighted
Age 62 decrements			
Aero Rep	1,145,651,936	62.32	71,397,028,652
Carrier B	11,631,613	62.32	724,882,122
Carrier BDP East	48,879,011	62.32	3,046,139,966
Control Hourly	9,706,989	62.32	604,939,554
Rocketdyne	22,468,832	62.32	1,400,257,610
Age 63			
Carrier Tyler	28,871,713	63	1,818,917,919
Age 65			
Carrier Collierville	53,963,850	65	3,507,650,250
Carrier ICP	3,274,353	65	212,832,945
Total:	1,324,448,297		82,712,649,018

Assumed Retirement Age	62.45
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(1) Rates Averaging at Age 62 Age	(2) Retirement Qx	(3) tPx	(4) Number of Expected Retirements =(2)x(3)	(5) Weighted Retirement Age =(1)x(4)
55	0.020	1.000	0.020	1.100
56	0.020	0.980	0.020	1.098
57	0.020	0.960	0.019	1.095
58	0.040	0.941	0.038	2.184
59	0.050	0.904	0.045	2.665
60	0.100	0.858	0.086	5.150
61	0.100	0.773	0.077	4.712
62	0.250	0.695	0.174	10.777
63	0.250	0.521	0.130	8.213
64	0.250	0.391	0.098	6.257
65	1.000	0.293	0.293	19.066

WEIGHTED AVERAGE RETIREMENT AGE

62.32

United Technologies Corporation
Represented Employee Retirement Plan
EIN: 06-0570975 PN: 010
Schedule SB, Line 26 - Schedule of Active Participant Data

Aerospace excluding Schweizer

		Total Years of Credited Service									
Age Nearest Birthday		<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	6	253	36	0	0	0	0	0	0	0
	Average Earnings		63,898	73,510							
25 to 29	Count	11	500	192	4	0	0	0	0	0	0
	Average Earnings		66,229	76,457							
30 to 34	Count	7	354	206	61	0	0	0	0	0	0
	Average Earnings		71,593	77,912	83,164						
35 to 39	Count	15	250	122	74	16	1	0	0	0	0
	Average Earnings		69,553	77,997	85,991						
40 to 44	Count	10	247	139	105	45	77	12	0	0	0
	Average Earnings		69,359	79,719	84,841	81,331	92,512				
45 to 49	Count	7	265	167	122	92	296	291	26	0	0
	Average Earnings		75,934	81,980	83,177	88,372	89,245	93,997	92,131		
50 to 54	Count	7	248	172	127	119	265	474	898	0	0
	Average Earnings		74,082	81,721	83,788	86,843	92,182	93,450	94,309		
55 to 59	Count	6	151	122	87	76	204	351	1,389	155	5
	Average Earnings		72,997	86,423	85,279	89,285	92,218	91,703	93,596	94,097	
60 to 64	Count	1	66	59	37	45	132	189	420	310	165
	Average Earnings		71,504	79,878	95,866	89,581	82,353	88,537	92,012	95,386	97,476
65 to 69	Count	0	10	9	13	11	50	33	86	57	93
	Average Earnings						87,258	87,598	88,787	95,705	103,364
70 & up	Count	0	1	0	1	2	5	10	26	8	10
	Average Earnings								84,333		

* Excludes 2,039 suspended participants (participants not accruing additional service as of January 1, 2012).

United Technologies Corporation
 Represented Employee Retirement Plan
 EIN: 06-0570975 PN: 010
 Schedule SB, Line 26 - Schedule of Active Participant Data

Non-Aerospace and Schweizer

		Total Years of Credited Service									
Age Nearest Birthday		<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	29	76	7	0	0	0	0	0	0	0
25 to 29	Count	35	126	104	4	0	0	0	0	0	0
30 to 34	Count	34	89	190	92	8	0	0	0	0	0
35 to 39	Count	23	90	145	131	135	0	0	0	0	0
40 to 44	Count	33	72	161	125	179	25	1	0	0	0
45 to 49	Count	23	98	158	129	193	55	21	5	0	0
50 to 54	Count	26	85	179	108	167	62	114	94	7	0
55 to 59	Count	12	54	151	93	118	58	93	129	92	1
60 to 64	Count	8	27	73	55	51	29	43	67	41	64
65 to 69	Count	1	0	16	11	17	5	9	6	7	23
70 & up	Count	0	1	2	5	3	1	1	2	2	7

* Excludes 436 suspended participants (participants not accruing additional service as of January 1, 2012).

United Technologies Corporation
Represented Employee Retirement Plan
EIN: 06-0570975 PN: 010
Schedule SB, Line 26 - Schedule of Active Participant Data

Total

		Total Years of Credited Service									
Age Nearest Birthday		<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	35	329	43	0	0	0	0	0	0	0
25 to 29	Count	46	626	296	8	0	0	0	0	0	0
30 to 34	Count	41	443	396	153	8	0	0	0	0	0
35 to 39	Count	38	340	267	205	151	1	0	0	0	0
40 to 44	Count	43	319	300	230	224	102	13	0	0	0
45 to 49	Count	30	363	325	251	285	351	312	31	0	0
50 to 54	Count	33	333	351	235	286	327	588	992	7	0
55 to 59	Count	18	205	273	180	194	262	444	1,518	247	6
60 to 64	Count	9	93	132	92	96	161	232	487	351	229
65 to 69	Count	1	10	25	24	28	55	42	92	64	116
70 & up	Count	0	2	2	6	5	6	11	28	10	17
		Average Age:		49.2	Average Service		18.4				

* Excludes 2,475 suspended participants (participants not accruing additional service as of January 1, 2012).

Aerospace - Sikorsky Cash Balance

[illegible]

United Technologies Corporation
Represented Employee Retirement Plan
EIN: 06-0570975 PN: 010
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods

Actuarial Assumptions and Methods — Contributions

Economic Assumptions

	Rep	
Interest rate basis:		
▶ Applicable month	September 2011	
▶ Yield curve basis	Segment rates	
▶ MAP-21 applied for funding	yes	
▶ MAP-21 applied for benefit restrictions	yes	
Interest rates:		
	Reflecting Corridor	Not Reflecting Corridor
First segment rate	5.54%	2.06%
Second segment rate	6.85%	5.25%
Third segment rate	7.52%	6.32%
▶ Effective interest rate	7.00%	5.49%
Annual rates of increase		
▶ Compensation	4.50%	
▶ Future Social Security wage bases	N/A	
▶ Statutory limits on compensation	N/A	
Crediting rate on cash balance accounts	4.50%*	

* For Sikorsky cash balance supplement.

United Technologies Corporation
Represented Employee Retirement Plan
EIN: 06-0570975 PN: 010
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods

Demographic Assumptions

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant.
New or rehired employees	It was assumed there will be no new or rehired employees.
Mortality	
▶ Healthy	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2027 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2019 using Scale AA).
▶ Disabled	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2027 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2019 using Scale AA).
Termination	Rates varying by age and service See Exhibit A
Disability	Rates varying by age See Exhibit B
Retirement	Rates varying by age
Unpredictable Contingent Event Benefit (UCEB) assumptions	For Rep, 10% of termination rates are assumed to be layoffs eligible for an additional year of service under certain plan formulas. These assumptions have been selected by the plan sponsor, and evaluation of the assumption(s) was outside the scope of Towers Watson’s assignment and would have required substantial additional work.

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Form of payment	50% life annuity and 50% CA benefit (equally split between option 50% and option 100% CA); For Rep Rocketdyne: 50% life annuity and 50% CA benefit (option 55%); For Rep cash balance participants: immediate lump sum;
Percent married	100% at age 55 for subplans with the 100% CA annuity that allows non-spouse beneficiaries; 81% for all others in Rep.
Spouse age	Females three years younger than males.
Covered pay	For current year hires, the maximum of pay rate and the prior year's pensionable earnings, annualized and increased by 3.00%. For participants on leave of absence, pay rate. For all other participants, prior year's pensionable earnings increased by 3.00%. For Rep, a minimum of \$25,000 is placed on valuation pay for new hires.
Administrative expenses	For Rep: 0.2% of the fair value of assets.
Loads	For Rep vested terminations, the PPA liability is increased by 0.5% to estimate the impact of the optional forms.
At-risk assumptions	N/A
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month.

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Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year
Actuarial value of assets	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year.)
Benefits not valued	<p>All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with United Technologies Corporation and, based on that review, is not aware of any significant benefits required to be valued that were not.</p> <p>The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participants benefits are valued using the benefit choice assumptions described above.</p>

United Technologies Corporation
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 Schedule SB, Part V – Statement of Actuarial Assumptions and Methods

Exhibit A

Termination Assumptions

Annual Rates per 1,000 Participants

Age	Plan: Rep	
	Years of Service	
	<u>0-5</u>	<u>5 and up</u>
25	167.8	114.0
30	144.5	108.0
35	130.3	95.0
40	114.6	73.9
45	100.4	57.3
50	83.3	51.0
55	73.7	44.6
60	0.0	0.0
65	0.0	0.0
70	0.0	0.0
75	0.0	0.0
80	0.0	0.0

Note: 10% of above termination rates are assumed to be layoffs eligible for an additional year of service (UCEBs) under certain plan formulas.

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Exhibit B

Disability Assumptions

Annual Rates per 1,000 Participants

Plan:	Rep	
Age	Male	Female
25	0.3	0.5
30	0.4	0.6
35	0.5	0.8
40	0.7	1.0
45	1.0	1.5
50	1.8	2.6
55	3.6	4.9
60	9.0	12.1
65	0.0	0.0
70	0.0	0.0
75	0.0	0.0
80	0.0	0.0

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Exhibit C

Retirement Assumptions

Age	Rep *
55	0.02
56	0.02
57	0.02
58	0.04
59	0.05
60	0.10
61	0.10
62	0.25
63	0.25
64	0.25
65	1.00

* Carrier Collierville and Carrier ICP assume 100% retirement at age 65.
Carrier Tyler assumes 100% retirement at the earlier of age 63 and 25 years of service, or age 65.

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Schedule SB, Part V – Summary of Plan Provisions

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Aerospace Rep
Non-Howmet/Non-Sundstrand Divisions**

1. Eligibility

- a. Eligible Employees: Employees of the Aerospace Group covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the January 1 or July 1 coincident with or following the earlier of:
 - age 21 and one year of eligibility service
 - five years of eligibility service (three years for Sikorsky)For Pratt & Whitney Manufacturing, Pratt & Whitney Commercial, Pratt & Whitney Talon, Hamilton Sundstrand, Government Engine Business, International Fuel Cells and ONSI participants become eligible on date of employment.

United Technologies Corporation
Represented Employee Retirement Plan
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Schedule SB, Part V – Summary of Plan Provisions

2. Accrued Benefits

- a. Formula: Monthly benefit level from the table below based on Final Average Earnings times months of Credited Service:

MONTHLY BENEFIT LEVEL

Final Average Earnings	Pratt & Whitney	Hamilton Sundstrand	Sikorsky	Government Engine Business	International Fuel Cells, ONSI
Under \$25,000	\$ 33.00	\$ 32.00	\$ 61.00	\$ 34.00	\$ 31.50
25,000 - 25,999	33.00	32.00	61.00	34.00	32.00
26,000 - 26,999	33.00	32.00	61.00	34.00	32.50
27,000 - 27,999	33.00	32.00	61.00	34.00	33.00
28,000 - 28,999	33.00	32.00	61.00	34.00	33.50
29,000 - 29,999	33.00	32.00	61.00	34.00	34.00
30,000 - 30,999	33.00	32.00	61.00	34.00	35.00
31,000 - 31,999	33.00	32.00	61.00	34.00	36.00
32,000 - 32,999	33.00	32.00	61.00	34.00	37.00
33,000 - 33,999	33.00	33.00	61.00	34.00	38.00
34,000 - 34,999	34.00	34.00	61.00	34.00	39.00
35,000 - 35,999	35.00	35.00	61.00	35.00	40.00
36,000 - 36,999	36.00	36.00	61.00	36.00	41.00
37,000 - 37,999	37.00	37.00	61.00	37.00	42.00
38,000 - 38,999	38.00	38.00	61.00	38.00	43.00
39,000 - 39,999	39.00	39.00	61.00	39.00	44.00
40,000 - 40,999	40.00	40.00	61.00	40.00	45.00
41,000 - 41,999	41.00	41.00	61.00	41.00	46.00
42,000 - 42,999	42.00	42.00	61.00	42.00	47.00
43,000 - 43,999	43.00	43.00	61.00	43.00	48.00
44,000 - 44,999	44.00	44.00	62.00	44.00	49.00
45,000 - 45,999	45.00	45.00	62.00	45.00	50.00
46,000 - 46,999	46.00	46.00	63.00	46.00	51.00
47,000 - 47,999	47.00	47.00	63.00	47.00	52.00
48,000 - 48,999	48.00	48.00	64.00	48.00	53.00
49,000 - 49,999	49.00	49.00	64.00	49.00	54.00
50,000 - 50,999	50.00	50.00	65.00	50.00	55.00
51,000 - 51,999	51.00	51.00	65.00	51.00	55.00
52,000 - 52,999	52.00	52.00	65.00	52.00	55.00
53,000 - 53,999	53.00	53.00	65.00	53.00	55.00
54,000 - 54,999	54.00	54.00	65.00	54.00	55.00
55,000 - 55,999	55.00	55.00	65.00	55.00	55.00
56,000 - 56,999	56.00	56.00	65.00	56.00	55.00
57,000 - 57,999	57.00	57.00	65.00	57.00	55.00
58,000 - 58,999	58.00	58.00	65.00	58.00	55.00
59,000 - 59,999	59.00	59.00	65.00	58.00	55.00
60,000 - 60,999	60.00	60.00	65.00	58.00	55.00
61,000 - 61,999	61.00	61.00	65.00	58.00	55.00
62,000 - 62,999	62.00	62.00	65.00	58.00	55.00
63,000 - 63,999	63.00	63.00	65.00	58.00	55.00
64,000 - 64,999	64.00	64.00	65.00	58.00	55.00
65,000 and over	65.00	64.00	65.00	58.00	55.00

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Monthly benefit levels in above table effective:

- 1/1/2011 for Pratt & Whitney
- 6/1/2010 for Hamilton Sundstrand
- 3/1/2011 for Sikorsky
- 1/1/2010 for Government Engine Business
- 1/1/2010 for International Fuel Cells and ONSI

b. For employees at Sikorsky only, cash balance supplement, equal to the sum of (i) and (ii):

- (i) Pay Credits: At the end of each month, pay credits are added to the cash balance account. \$40 per week of covered employment (represents \$1.00 per hour at 40 hours per week). Credits accrue from the later of April 1, 2002 and date of hire. Pay credits stop accruing when the participant retires, terminates or dies.
- (ii) Interest Credits: An interest credit is added to the account at the end of each month. It is equal to the product of the account balance as of the end of the prior month and $1/12$ [or $(1+i)^{(1/12)}-1$] of the annual interest rate in effect for the year. The annual interest rate is set each January 1 and is based on the average yield on 10-year Treasury notes during the month of November of the prior year. Interest credits continue until the date payments begin.

Benefit can be paid as with the full account or an equivalent annuity.

c. Definitions

- (i) Annual Earnings: Total compensation including pre-tax contributions to the savings plan and pre-tax contributions to a cafeteria plan, but excluding awards and reimbursements. Base pay rate in the last partial year is annualized. Annual earnings are limited each year to the applicable Section 401(a)(17) pay limit, as indexed (\$250,000 for 2012).
- (ii) Final Average Earnings: The average Annual Earnings for the highest five calendar years in the last ten calendar years before termination. The highest five years must be consecutive for Government Engine Business.
- (iii) Maximum Benefit: A participant's benefit will not exceed the Section 415 limit, as indexed.
- (iv) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
- (v) Credited Service: Continuous Service but excluding:
 - a break in service which exceeds 30 days,
 - leaves of absence without compensation in excess of one year, and
 - service counted as Credited Service under any other defined benefit retirement plan of the company.
- (vi) Annuitization Basis (to convert cash balance account to life annuity): The annuitization basis is set each January 1 for the year, and is based on the IRS 417(e) basis for the month of November of the prior year, and the 417(e) government mandated mortality table.

United Technologies Corporation
Represented Employee Retirement Plan
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3. Normal Retirement

- a. Date: First of the month following the date on which a participant attains age 65.
- b. Benefit: The accrued benefit at retirement payable monthly. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity.

4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 2.4% per year for each year benefit commencement precedes age 62. The benefit is unreduced if the participant retires on or after the attainment of age 62. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity.

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity.

6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service (three years for Sikorsky), but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55, with the benefit reduced 5% per year for each year benefit commencement precedes the Normal Retirement Date. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity. Payment can be deferred until as late as Normal Retirement Date; Interest Credits continue until payments begin.
- c. Rule of 65 Benefit: (For Pratt & Whitney, IFC and Hamilton Sundstrand only) Participants terminating employment between ages 50 and 55 whose age plus service equals at least 65 are eligible to receive benefits commencing at age 55, with the benefit reduced as described in 4.b. above.

7. Disability Benefit

- a. Eligibility: Disability after completing 5 years of service (ten years of service for Sikorsky) and receiving Social Security disability benefits.
- b. Benefit: The accrued benefit at disability payable monthly commencing on the first of the month following one year of disability and continuing during the participant's lifetime until the earliest of:
 - the date Social Security disability benefits cease
 - the date retirement benefits commence
 - death

For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity. Payment can be deferred until as late as Normal Retirement Date; Interest Credits continue until payments begin.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant (or former participant) dies before receiving a retirement benefit, the following survivor benefits are payable:
- b. Benefit:
 - (i) If the participant dies after becoming eligible for an early, normal or postponed retirement benefit, a 100% contingent annuitant benefit is payable, and payment commences immediately, reduced as described in 4.b. above, or if the contingent annuitant is the spouse, as late as when the participant would have attained age 65. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity, based on beneficiary age payable to selected beneficiary.
 - (ii) If the participant dies after completing 10 years of service and is married, but does not meet the requirements of (i) above, a 100% spouse's benefit is payable, and payment commences when the participant would have attained age 55, reduced as described in 7.b. above, or age 65. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity only available to a spouse, based on spouse age.
 - (iii) If the participant dies after completing five years of service and is married, but does not meet the requirements of (i) or (ii) above, a 50% spouse's benefit is payable, and payment commences when the participant would have attained age 55, reduced as described in 7.b. above, or age 65. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity only available to a spouse, based on spouse age.

9. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 10 year certain and continuous annuity
 - (ii) 100% contingent annuity
 - (iii) 75% contingent annuity
 - (iv) 66-2/3% contingent annuity
 - (v) 50% contingent annuity
 - (vi) Life annuity for married participants

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- (vii) Available only to employees of Pratt & Whitney, Hamilton Sundstrand, International Fuel Cells, ONSI, and Government Engine Business
 - (a) 5 or 15 year certain and continuous annuity
 - (b) 50%, 66-2/3%, 75% or 100% contingent annuitant pop-up option
 - (c) Social Security level income annuity
- (viii) Available only to employees of Sikorsky, full lump sum of cash balance supplement account.

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

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United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Aerospace Rep
Sikorsky Troy

1. Eligibility

- a. Eligible Employees: Employees of Sikorsky Support Services, Inc., Troy, Alabama covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the earlier of:
- January 1 coincident with or following age 21
 - July 1 coincident with or following age 20 & 1/2 and 6 months of service

2. Accrued Benefit

- a. Formula: Monthly benefit level from the table below based on Final Average Earnings times months of Credited Service:

Final Average Earnings	Monthly Benefit Level
Under \$25,000	\$54.00
25,000 – 29,999	54.00
30,000 – 34,999	54.00
35,000 – 37,999	55.00
38,000 – 39,999	55.00
40,000 – 42,999	55.00
43,000 – 44,999	55.00
45,000 – 47,999	56.00
48,000 – 49,999	57.00
50,000 and over	58.00

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b. Definitions

- (i) Annual Earnings: Total annual compensation as a participant including overtime, bonuses, performance-related awards, shift differential payments, pre-tax contributions to the UTC Savings Plan, and pre-tax contributions for UTC Choice benefits, but excluding special awards (other than performance awards), foreign service premiums and allowances, stock option benefits, company contributions to other benefit plans, pay in lieu of vacation, severance pay, reimbursements, payments related to relocation expenses, amounts credited under a deferred compensation arrangement, or payments received instead of these items. Annual earnings are limited each year to the applicable Section 401(a)(17) pay limit, as indexed (\$250,000 for 2012). Base pay in the first and last partial year of participation is annualized.
- (ii) Final Average Earnings: The average Annual Earnings for the highest five consecutive calendar years in the last ten calendar years before termination.
- (iii) Maximum Benefit: A participant's benefit will not exceed the Section 415 limit, as indexed.
- (iv) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
- (v) Credited Service: Continuous Service but excluding:
 - a break in service which exceeds 30 days,
 - leaves of absence without compensation in excess of one year,
 - service counted as Credited Service under any other defined benefit retirement plan of the company, and
 - service prior to January 1, 1985.

3. Normal Retirement

- a. Date: First of the month following the date on which a participant attains age 65.
- b. Benefit: The accrued benefit at retirement payable monthly.

4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 2.4% per year for each year benefit commencement precedes age 62. The benefit is unreduced if the participant retires on or after the attainment of age 62.

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date.
- c. Rule of 65 Benefit: Participants terminating employment between age 50 and 55 whose age plus service equals at least 65 are eligible to receive benefits commencing at age 55, with the benefit reduced as described in 4.b. above.

7. Disability Benefit

- a. Eligibility: Disability after completing 10 years of service and qualified to receive Social Security disability benefits.
- b. Benefit: The accrued benefit payable monthly commencing on the Normal Retirement Date. Service and Credited Service continue up to Normal Retirement Date. Final Average Earnings and Social Security benefits in effect at disability are assumed to remain constant to Normal Retirement Date. Participants are eligible to receive a benefit commencing at early retirement, reduced as described in 4.b. above.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant (or former participant) dies before receiving a retirement benefit, the following survivor benefits are payable:
- b. Benefit:
 - (i) If the participant dies after becoming eligible for an early, normal or postponed retirement benefit, a 100% contingent annuitant benefit is payable, and payment commences immediately, reduced as described in 4.b. above, or if the contingent annuitant is the spouse, as late as when the participant would have attained age 65.
 - (ii) If the participant dies after completing 10 years of service and is married, but does not meet the requirements of (i) above, a 100% spouse's benefit is payable, and payment commences when the participant would have attained age 55, reduced as described in 6.b. above, or age 65.
 - (iii) If the participant dies after completing five years of service and is married, but does not meet the requirements of (i) or (ii) above, a 50% spouse's benefit is payable, and payment commences when the participant would have attained age 55, reduced as described in 6.b. above, or age 65.

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9. Form of Payment

a. Normal Form:

- (i) Life annuity for unmarried participants
- (ii) An actuarially reduced 50% joint and survivor annuity for married participants

b. Optional Forms:

- (i) 5 year certain and continuous annuity
- (ii) 10 year certain and continuous annuity
- (iii) 100% contingent annuity
- (iv) 75% contingent annuity
- (v) 66-2/3% contingent annuity
- (vi) 50% contingent annuity
- (vii) Life annuity for married participants

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Aerospace Rep
Schweizer Aircraft**

1. Eligibility

- a. Eligible Employees: Employees of the Schweizer Aircraft Corporation, covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the date of employment.

2. Accrued Benefit

- a. Formula: \$492 (*\$528 effective February 18, 2013) x years of Credited Service
- b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
 - (ii) Credited Service: Continuous Service.

3. Normal Retirement

- a. Date: First of the month following the date on which a participant attains age 65.
- b. Benefit: The accrued benefit at retirement payable monthly.

4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of Credited Service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 4% per year for each year benefit commencement precedes age 65. The benefit is unreduced if the participant retires on or after the attainment of age 63½.

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55 and the completion of 5 years of Credited Service, with the benefit reduced 4% per year for each year benefit commencement precedes the Normal Retirement Date.

* The change is effective after the last day of the valuation year and therefore, not included for 1/1/2012 ERISA PPA purposes. It will first be reflected for ERISA PPA purposes in the actuarial valuation for the 2013 plan year.

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7. Pre-retirement Death Benefits

- a. Eligibility: If a married vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 50% subsidized spouse's benefit is payable, and payment commences at the participant's earliest retirement date or at the date of death, if later.

8. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 10 year certain and continuous annuity
 - (ii) 100% contingent annuity
 - (iii) 75% contingent annuity
 - (iv) 66⅔% contingent annuity
 - (v) 50% contingent annuity
 - (vi) Life annuity for married participants
 - (vii) Lump sum for participants whose benefit has a lump sum value of \$10,000 or less

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Aerospace Rep
Hamilton Sundstrand - Rockford**

1. Eligibility

- a. Eligible Employees: Employees of Sundstrand at the Rockford Factory covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the date of employment.

2. Accrued Benefit

- a. Formula: Annual benefit level from the table below times years of Credited Service:

	Years of Service < 30	Years of Service > 30
Retirement Date	Annual Benefit Amt.	Annual Benefit Amt.
June 1, 1999 – May 31, 2000	\$ 318.00	\$ 423.96
June 1, 2000 – May 31, 2001	324.00	432.00
June 1, 2001 – May 31, 2002	330.00	440.04
June 1, 2002 – June 30, 2003	336.00	447.96
July 1, 2003 – December 31, 2007	408.00	542.64
January 1, 2008 – May 30, 2008	456.00	606.48
May 31, 2008 – May 30, 2011	528.00	702.24
May 31, 2011 and after	612.00	813.96

b. Definitions

- (i) Continuous Service (service): The sum of years of service as of December 31, 1993 determined in accordance with the prior Sundstrand plan and years of service on or after January 1, 1994 based on the hours of service in each calendar year as follows: for every full 170 hours of service, 1/10 of a year of service will be earned, to a maximum of one year at 1,000 hours of service.
- (ii) Credited Service: The sum of years of credited service as of December 31, 1993 determined in accordance with the prior Sundstrand plan and years of Credited Service on or after January 1, 1994 based on the hours of service in each calendar year as follows: for every full 170 hours of service, 1/10 of a year of service will be earned, to a maximum of one year at 1,700 hours of service.

3. Normal Retirement

- a. Date: First of the month following the later of the date on which a participant attains age 65, or 5 years service.
- b. Benefit: The accrued benefit at retirement payable monthly.

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4. Early Retirement

- a. Date: First of the month following retirement after the attainment of the earliest of:
- (i) age 60 and the completion of 10 years of service, but before the Normal Retirement Date.
 - (ii) the completion of 30 years of service before age 55
 - (iii) age 55 with the participant's age plus service equaling at least 85, but before the attainment of age 60.
- b. Benefit: The accrued benefit at retirement payable monthly reduced (as below) per year for each year benefit commencement precedes age 62:

Age	ERF	Age	ERF	Age	ERF
47	0.304	52	0.450	57	0.694
48	0.328	53	0.489	58	0.752
49	0.354	54	0.532	59	0.808
50	0.383	55	0.579	60	0.867
51	0.415	56	0.635	61	0.933
				62	1.000

- c. Restoration Benefit: If a participant retires before age 62 with 30 years of service, or after age 55 but before age 62 with 85 points (age + service), then the ERF gets removed (ERF=1) when the participant turns age 62.
- d. Interim Supplemental Allowance: Available to anyone retiring within two years of the last day worked and prior to age 65. This benefit is payable until the earlier of age 65 or death.
- (i) For participants with 30 years of service:

Retirement Date	Supplement Benefit Amount
June 1, 1999 – May 31, 2000	\$ 21,600-[318*(CS<30)*ERF]-[423.96*(CS>30)*ERF]
June 1, 2000 – May 31, 2001	24,000-[324*(CS<30)*ERF]-[432*(CS>30)*ERF]
June 1, 2001 – May 31, 2002	24,600-[330*(CS<30)*ERF]-[440.04*(CS>30)*ERF]
June 1, 2002 – June 30, 2003	25,200-[336*(CS<30)*ERF]-[447.96*(CS>30)*ERF]
July 1, 2003 – December 31, 2007	25,200-[408*(CS<30)*ERF]-[542.64*(CS>30)*ERF]
January 1, 2008 – May 30, 2008	31,200-[456*(CS<30)*ERF]-[606.48*(CS>30)*ERF]
May 31, 2008 – May 30, 2011	37,200-[528*(CS<30)*ERF]-[702.24*(CS>30)*ERF]
May 31, 2011 and after	42,000-[612*(CS<30)*ERF]-[813.96*(CS>30)*ERF]

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(ii) For participants with less than 30 years and before age 65:

The amount below x Credited Service.

For retirements June 1, 1999 – December 31, 2007, the following amounts are payable until age 62:

<u>Age</u>	<u>Benefit</u>	<u>Age</u>	<u>Benefit</u>
55	\$ 126.00	58	\$ 162.00
56	138.00	59	174.00
57	150.00	60	186.00
		61	198.00

For retirements January 1, 2008 – May 30, 2008, the following amounts are payable until age 65:

<u>Age</u>	<u>Benefit</u>	<u>Age</u>	<u>Benefit</u>
55	\$ 156.00	58	\$ 192.00
56	168.00	59	204.00
57	180.00	60	216.00
		61-64	228.00

For retirements May 31, 2008 – May 30, 2011, the following amounts are payable until age 65:

<u>Age</u>	<u>Benefit</u>	<u>Age</u>	<u>Benefit</u>
55	\$ 168.00	58	\$ 204.00
56	180.00	59	216.00
57	192.00	60	228.00
		61-64	240.00

For retirements May 31, 2011 and after, the following amounts are payable until age 65:

<u>Age</u>	<u>Benefit</u>	<u>Age</u>	<u>Benefit</u>
55	\$ 180.00	58	\$ 216.00
56	192.00	59	228.00
57	204.00	60	240.00
		61-64	252.00

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

6. Social Security Bridge Lump Sum

- a. Eligibility: Retirement on or after July 26, 1999.
- b. Benefit: Lump sum payment equal to \$30 for each year of Credited Service, up to a maximum of 30 years. This benefit is payable at the later of age 62 or date of retirement.

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7. Special Age 65 Benefit

- a. Eligibility: The month following the month a retired participant or surviving spouse attains age 65. The month a disabled participant becomes enrolled in Medicare Part B.
- b. Benefit: The amount of the Special Age 65 Benefit is shown in the table below, and is based on the date the participant or surviving spouse attains age 65:

<u>Date Attain age 65</u>	<u>Annual Amount</u>
January 1, 1989 to March 31, 1989	\$ 116.40
April 1, 1989 to March 31, 1990	168.00
April 1, 1990 to March 31, 1991	192.00
April 1, 1991 to June 30, 1995	216.00
July 1, 1995 and later	276.00

8. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 60, with the benefit reduced 7.2% per year for each year benefit commencement precedes the Normal Retirement Date.

9. Disability Benefit

- a. Eligibility: Disability after completing 10 years of service but prior to age 65.
- b. Benefit: The accrued benefit at disability, plus \$216 x Credited Service (max 30), both payable monthly commencing six months after disablement and continuing during the participant's lifetime until the earlier of:
- (i) unreduced Social Security retirement
 - (ii) the Normal Retirement Date

10. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant (or former participant) dies before receiving a retirement benefit, the following survivor benefits are payable:
- b. Benefit:
- (i) If the participant dies after becoming eligible for an early, normal or postponed retirement benefit, the greater of a 60% spouse's benefit or a 50% spouse's benefit, as compared after applying the applicable joint and survivor annuity factors in the prior Sundstrand plan, and payment commences immediately, reduced as described in 4.b. above, or age 65.

If the participant was eligible for the Restoration Benefit in 4.c. above, and had attained age 62 at death, then the spouse benefit commences immediately and is unreduced.
 - (ii) If the participant dies after completing five years of service and is married, but does not meet the requirements of (i) above, a 50% spouse's benefit is payable, and payment commences when the participant would have attained age 60, reduced as described in 8.b. above, or age 65.

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11. Form of Payment

a. Normal Form:

- (i) Life annuity for unmarried participants
- (ii) An actuarially reduced 60% joint and survivor annuity for married participants

b. Optional Forms:

- (i) 75% contingent annuity (with or without pop-up)
- (ii) 50% contingent annuity (with or without pop-up)
- (iii) Life annuity for married participants
- (iv) Lump sum for monthly amounts of \$100 or less

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Aerospace Rep
Hamilton Sundstrand – Power Systems**

1. Eligibility

- a. Eligible Employees: Employees of Sundstrand at the Power Systems Factory covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the date of employment.

2. Accrued Benefit

- a. Formula: \$732 x years of Credited Service

Minus

\$216 x years of Credited Service prior to July 22, 1985*

* Solar Turbines/International Harvester pay \$18 per month for service before July 22, 1985

- b. Definitions

- (i) Continuous Service (service): Service Credits are granted for any year which the employee worked 750 or more hours.
- (ii) Credited Service: Service Credits which are granted according to the following schedule:

<u>Hours of Service During Plan Year</u>	<u>Fractional Year of Credited Service Earned</u>
Less than 85	0
85 – 254	.1
255 – 424	.2
425 – 594	.3
595 – 764	.4
765 – 934	.5
935 – 1,104	.6
1,105 – 1,274	.7
1,275 – 1,444	.8
1,445 – 1,614	.9
1,615 or more	1.0

3. Normal Retirement

- a. Date: First of the month following the later of the date on which a participant attains age 65, or 5 years service.
- b. Benefit: The accrued benefit at retirement payable monthly.

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4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 60 and the completion of 10 years of Credited Service, or the attainment of age 55 and the participant's age plus Credited Service equals at least 85, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced (as below) per year for each year benefit commencement precedes age 62:

Age	ERF	Age	ERF
55	0.579	59	0.808
56	0.635	60	0.867
57	0.694	61	0.933
58	0.752	62	1.000

The benefit is unreduced if the participant retires on or after the attainment of age 55 with age plus years of Credited Service at least 85.

5. Social Security Bridge Lump Sum

- a. Eligibility: Retirement on or after July 26, 1999
- b. Benefit: Lump sum payment equal to \$30 for each year of Credited Service, up to a maximum of 30 years. This benefit is payable at the later of age 62 or date of retirement.

6. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

7. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 60 (age 55 if age plus years of Credited Service equals at least 85), with the benefit reduced 7.2% per year for each year benefit commencement precedes the Normal Retirement Date, plus for each of the next five years with respect to a participant whose age plus years of Credited Service equal at least 85: 4.4%, 4.1%, 4.3%, 4.4% and 4.0%, respectively.

8. Disability Benefit

- a. Eligibility: Disability after completing 10 years of Credited Service but prior to age 65.
- b. Benefit: The accrued benefit at disability payable monthly commencing immediately, plus a temporary benefit of \$180 x Credited Service (max 25) payable to age 62 or, until the participant is eligible for Social Security disability benefits.

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9. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant (or former participant) dies before receiving a retirement benefit, the following survivor benefits are payable:
- b. Benefit:
 - (i) If the participant dies after becoming eligible for an early, normal or postponed retirement benefit, a 55% spouse's benefit is payable, and payment commences immediately, reduced as described in 4.b. above, or as late as when the participant would have attained age 65.
 - (ii) If the participant dies after completing five years of service and is married, but does not meet the requirements of (i) above, a 50% spouse's benefit is payable, and payment commences when the participant would have attained age 55, reduced as described in 7.b. above, or age 65.

10. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 55% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 75% joint and survivor annuity for married participants
 - (ii) 55% joint and survivor annuity for married participants with pop-up
 - (iii) 75% joint and survivor annuity for married participants with pop-up
 - (iv) Life annuity for married participants
 - (v) Lump sum for monthly amounts of \$100 or less

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Carrier B

1. Eligibility

- a. Eligible Employees: Employees of the Carrier Group at Syracuse, New York, covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the first day of the month following age 21 and one year of eligibility service.

2. Accrued Benefit

- a. Formula: \$552 x years of Credited Service (max 35 years)
- b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
 - (ii) Credited Service: Credited Service prior to January 1, 2003 is based on Continuous Service if the participant has 10 or more years of service, not in excess of 35 years. If the participant has less than 10 years of service, service coincident with or following the earlier of:
 - (a) Age 21 and one year of service
 - (b) Five years of service

Credited Service on or after January 1, 2003 is based on hours of service in each calendar year as follows:

<u>Hours of Service</u>	<u>Fractional Year of Credited Service Earned</u>
Less than 400	0.0
400 – 799	0.5
800 or more	1.0

3. Normal Retirement

- a. Date: First of the month following the date on which a participant attains age 65.
- b. Benefit: The accrued benefit at retirement payable monthly.

4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 65 up to a maximum reduction of 50%. The benefit is unreduced if the participant retires on or after the attainment of age 60 and the completion of 20 years of service, or after the attainment of age 55 and the completion of 30 years of service.

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

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6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service or attaining age 60, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55 and the completion of 10 years of service, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date, up to a maximum reduction of 50%.

7. Disability Benefit

- a. Eligibility: Disability after completing five years of Credited Service.
- b. Benefit: The accrued benefit at disability payable monthly commencing six months after disablement.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant (or former participant) dies before receiving a retirement benefit, the following survivor benefits are payable:
- b. Benefit:
 - (i) If the participant dies after becoming eligible for an early, normal or postponed retirement benefit, a 50% contingent annuitant's benefit is payable, and payment commences immediately, reduced as described in 4.b. above, or if the contingent annuitant is the spouse, as late as when the participant would have attained age 65.
 - (ii) If the participant dies after completing five years of service and is married, but does not meet requirements of (i) above, a 50% spouse's benefit is payable, and payment commences when the participant would have attained age 65, or age 55 if the participant had completed at least 10 years of service, but reduced as described in 6.b. above.

9. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 10 year certain and continuous annuity
 - (ii) 5 year certain and continuous annuity
 - (iii) 100% contingent annuity (with or without pop-up)
 - (iv) 75% contingent annuity (with or without pop-up)
 - (v) 50% contingent annuity (with or without pop-up)
 - (vi) Life annuity for married participants
 - (vii) Lump sum payment based on the 417(e) basis for the month of November of the prior year, and the 417(e) government mandated mortality table. Not available to participants hired after December 31, 1993 and to participants with respect to Credited Service on or after July 1, 1995.

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

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- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Carrier BDP East**

1. Eligibility

- a. Eligible Employees: Hourly employees of the Carrier Group at the BDP Company, Indianapolis, Indiana, covered by the collective bargaining agreement with the United Steel Workers of America which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the first of the month coincident with or following their date of employment.

2. Accrued Benefit

- a. Formula: The greater of (i) or (ii):
 - (i) \$576 x years of Credited Service (max 40 years)
 - (ii) August 31, 1987 accrued benefit
- b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
 - (ii) Credited Service: Continuous Service not in excess of 40 years.

3. Normal Retirement

- a. Date: First of the month following the date on which a participant attains age 65.
- b. Benefit: The accrued benefit at retirement payable monthly.

4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 3% per year for each of the first five years benefit commencement precedes age 65 plus, if the participant retires before the attainment of age 60, 6% per year for each of the next five years benefit commencement precedes age 60. The benefit is unreduced if the participant retires after the attainment of age 55 and the completion of 30 years of service. The benefit is also unreduced if the participant retires on or after the attainment of age 60 and the completion of 15 years of Credited Service upon a permanent shutdown or a layoff with little likelihood of recall.

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

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6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55 and the completion of 10 years of service, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date.

7. Disability Benefit

- a. Eligibility: Disability after completing 10 years of service.
- b. Benefit: The greater of the accrued benefit at disability or \$1,800 a year payable monthly commencing six months after disablement.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 50% spouse's benefit is payable, and payment commences when the participant would have attained age 65, or age 55 but reduced as described in 6.b. above (4.b. above if eligible for early retirement).

9. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) A reduced 50% joint and survivor annuity with pop-up for married participants where reduction is based on the without pop-up factor
- b. Optional Forms:
 - (i) 100% contingent annuity (with or without pop-up)
 - (ii) 75% contingent annuity (with or without pop-up)
 - (iii) 50% contingent annuity (with or without pop-up)
 - (iv) Life annuity for married participants

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Carrier Collierville**

1. Eligibility
 - a. Eligible Employees: Employees of the Carrier Group at Collierville, Tennessee, covered by a collective bargaining agreement which provides for participation under this subplan.
 - b. Participation Requirements: Eligible Employees become participants on the date of employment.
2. Accrued Benefit
 - a. Formula:
\$504 x years of Credited Service
 - b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
 - (ii) Credited Service: Continuous Service.
3. Normal Retirement
 - a. Date: First of the month following the date on which a participant attains age 65.
 - b. Benefit: The accrued benefit at retirement payable monthly.
4. Early Retirement
 - a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 65 (reduction not to exceed 50%).
5. Postponed Retirement
 - a. Date: First of the month following retirement after the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly.
6. Vested Termination
 - a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
 - b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55 and the completion of 10 years of service, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date (reduction not to exceed 50%).
7. Disability Benefit
 - a. Eligibility: Disability after completing 5 years of Credited Service.
 - b. Benefit: The accrued benefit at disability payable monthly commencing six months after disablement.

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8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 50% spouse's benefit is payable, and payment commences when the participant would have attained age 65, or age 55 if the participant had completed 10 years of service, but reduced as described in 6.b. above (4.b. above if eligible for early retirement).

9. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 10 year certain and continuous annuity
 - (ii) 100% contingent annuity
 - (iii) 75% contingent annuity
 - (iv) 50% contingent annuity
 - (v) Life annuity for married participants

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Carrier ICP Hourly**

1. Eligibility
 - a. Eligible Employees: Employees of the Carrier Group of International Comfort Products covered by a collective bargaining agreement which provides for participation under this subplan.
 - b. Participation Requirements: Eligible Employees become participants on their date of employment.
2. Accrued Benefit
 - a. Formula: \$432 x years of Credited Service.
 - b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
 - (ii) Credited Service: Continuous Service
3. Normal Retirement
 - a. Date: First of the month following the date on which a participant attains age 65 and the completion of five years of service.
 - b. Benefit: The accrued benefit at retirement payable monthly.
4. Early Retirement
 - a. Date: First of the month coincident with or next following retirement after the attainment of age 55 and the completion of five years of service, but before the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 65 (reduction not to exceed 50%).
5. Postponed Retirement
 - a. Date: First of the month following retirement after the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly.
6. Vested Termination
 - a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
 - b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date (reduction not to exceed 50%).

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7. Disability Benefit

- a. Eligibility: Disability after the attainment of age 55 and completing 15 years of service and qualified to receive Social Security disability benefits.
- b. Benefit: The accrued benefit at disability payable monthly commencing six months after disablement and continuing during the participant's lifetime until the cessation of disability, provided cessation occurs before age 70.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 50% spouse's benefit is payable, and payment commences when the participant would have attained age 65, or age 55 but reduced as described in 6.b. above (4.b. above if eligible for early retirement).

9. Lump Sum Post-retirement Death Benefit

- a. Eligibility: Death while eligible for an early, normal or postponed retirement benefit, or after the attainment of age 65 and becoming eligible for a disability retirement benefit.
- b. Benefit: A \$3,000 lump sum payment, reduced by the value of any company-provided group term life insurance benefit, payable immediately to the beneficiary, spouse, children, parent or estate (in that order).

10. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 10 year certain and continuous annuity
 - (ii) 75% contingent annuity
 - (iii) 66⅔% contingent annuity
 - (iv) 50% contingent annuity
 - (v) Life annuity for married participants

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Carrier Tyler**

1. Eligibility
 - a. Eligible Employees: Employees of the Carrier Group at Tyler, Texas, covered by a collective bargaining agreement which provides for participation under this subplan.
 - b. Participation Requirements: Eligible Employees become participants on the first of the month coincident with or following age 21 and one year of eligibility service.
2. Accrued Benefit
 - a. Formula: The greater of (i) or (ii):
 - (i) \$600 x years of Credited Service (max 35 years)
 - (ii) June 4, 1989 accrued benefit
 - b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including certain leaves of absence and layoffs and service after Normal Retirement Date.
 - (ii) Credited Service: Continuous Service not in excess of 35 years.
3. Normal Retirement
 - a. Date: First of the month following the date on which a participant attains age 65.
 - b. Benefit: The accrued benefit at retirement payable monthly.
4. Early Retirement
 - a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 65 (age 60 if the participant has completed 25 years of Credited Service) up to a maximum reduction of 50%. The benefit is unreduced if the participant retires on or after the attainment of age 55 and the completion of 30 years of Credited Service. The benefit is also unreduced upon a permanent discontinuance of the business operations or an elimination of the participant's position if the participant retires on or after the attainment of age 60 and the completion of 15 years of Credited Service.
5. Postponed Retirement
 - a. Date: First of the month following retirement after the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly.

United Technologies Corporation
Represented Employee Retirement Plan
EIN: 06-0570975 PN: 010
Schedule SB, Part V – Summary of Plan Provisions

6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55 and the completion of 10 years of service, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date, up to a maximum reduction of 50%.

7. Disability Benefit

- a. Eligibility: Disability after completing five years of Credited Service.
- b. Benefit: The accrued benefit at disability payable monthly commencing six months after disablement continuing to Normal Retirement Date.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 50% spouse's benefit is payable, and payment commences when the participant would have attained age 65, or age 55 if the participant had completed at least 10 years of service, but reduced as described in 6.b. above (4.b. above if eligible for early retirement).

9. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 5 year certain and continuous annuity
 - (ii) 10 year certain and continuous annuity
 - (iii) 100% contingent annuity
 - (iv) 75% contingent annuity
 - (v) 50% contingent annuity
 - (vi) Life annuity for married participants

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Control Hourly - Carrier Huntington**

1. Eligibility

- a. Eligible Employees: Hourly employees of Control Systems covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants after one year of employment if they have completed 1,000 hours of service; or if later, on the January 1 coincident with or following a calendar year in which they completed 1,000 hours of service.

2. Accrued Benefit

- a. Formula: $\$348 \times \text{years of Credited Service}$
- b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including only calendar years in which the participant completes at least 1,000 hours of service and including service after Normal Retirement Date.
 - (ii) Credited Service: Service based on hours of service in each calendar year as follows:

<u>Hours of Service</u>	<u>Fractional Year of Credited Service</u>
Less than 1,000	0.0
1,000 - 1,199	0.7
1,200 - 1,599	0.8
1,600 or more	1.0

3. Normal Retirement

- a. Date: First of the month following the date on which a participant attains age 65.
- b. Benefit: The accrued benefit at retirement payable monthly.

4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 65.

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

United Technologies Corporation
Represented Employee Retirement Plan
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Schedule SB, Part V – Summary of Plan Provisions

6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55 and the completion of 10 years of service, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date.

7. Disability Benefit

- a. Eligibility: Disability after the attainment of age 50 and completing 15 years of service and one year of Credited Service, and qualified to receive Social Security disability benefits.
- b. Benefit: \$420 a year payable monthly commencing six months after disablement, continuing for the number of months equal to months of Credited Service or, if earlier, until death, recovery or retirement.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 50% spouse's benefit is payable, and payment commences when the participant would have attained age 65, or age 55 if the participant had completed at least 10 years of service, but reduced as described in 6.b. above (4.b. above if eligible for early retirement).

9. Lump Sum Benefit

- a. Eligibility: Death while employed.
- b. Benefit: The lesser of \$2,000 or, 5¢ x hours of Credited Service.

10. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 10 year certain and continuous annuity
 - (ii) 100% contingent annuity
 - (iii) 75% contingent annuity
 - (iv) 50% contingent annuity
 - (v) Life annuity for married participants

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Rocketdyne**

1. Eligibility

- a. Eligible Employees: Employees of Rocketdyne covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the date of employment.

2. Accrued Benefit

- a. Formula: \$768 (* \$792 effective September 5, 2013 and \$816 effective September 4, 2014)
- b. Definitions
 - (i) Continuous Service (service): Continuous Service prior to January 1, 1976 is based on the provisions of the plan as then in effect to the nearest one-twelfth of a year. After that date, service is based on hours of service in each calendar years as follows:

<u>Hours of Service During the Calendar Year</u>	<u>Fraction of Year of Continuous Service</u>
40 - 119.9	0.0833
120 - 199.9	0.1667
200 - 279.9	0.2500
280 - 359.9	0.3333
360 - 439.9	0.4167
440 - 519.9	0.5000
520 - 599.9	0.5833
600 - 679.9	0.6667
680 - 759.9	0.7500
760 - 839.9	0.8333
840 - 919.9	0.9167
920 or more	1.0000

* The change is effective after the last day of the valuation year and therefore, not included for 1/1/2012 ERISA PPA purposes.

United Technologies Corporation
Represented Employee Retirement Plan
EIN: 06-0570975 PN: 010
Schedule SB, Part V – Summary of Plan Provisions

- (ii) Credited Service: Credited Service prior to January 1, 1976 is based on the provisions of the plan as then in effect to the nearest one-twelfth of a year. After that date, Credited Service is based on hours of service in each calendar year as follows:

<u>Hours of Service During the Calendar Year</u>	<u>Fraction of Year of Credited Service</u>
74.5 - 224.4	0.0833
224.5 - 374.4	0.1667
374.5 - 524.4	0.2500
524.5 - 674.4	0.3333
674.5 - 824.4	0.4167
824.5 - 974.4	0.5000
974.5 - 1,124.4	0.5833
1,124.5 - 1,274.4	0.6667
1,274.5 - 1,424.4	0.7500
1,424.5 - 1,574.4	0.8333
1,574.5 - 1,724.4	0.9167
1,724.5 or more	1.0000

3. Normal Retirement

- a. Date: Last day of the month following the date on which a participant attains age 65 and 5 years of service, but not later than April 1 of the calendar year following the calendar year in which the employee attains age 70½.
- b. Benefit: The accrued benefit at retirement payable monthly.

4. Early Retirement

- a. Date: Any day after the participant attains age 55 and completes 10 years of service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 62. The benefit is unreduced if the participant retires on or after the attainment of age 60 and the completion of 20 years of Credited Service, or after the attainment of age 55 and the completion of 30 years of Credited Service.
- c. Supplemental Benefit: Available to any participant who retires before age 62 and has satisfied one of the following criteria:
- Age 60 with 20 years of Credited Service
 - Age 55 with 30 years of Credited Service
 - Age 55 with age plus years of Credited Service at least 85.

A Supplemental Benefit of \$650 per month is payable until the earliest of age 62, eligibility for Social Security benefits, or death.

United Technologies Corporation
Represented Employee Retirement Plan
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Schedule SB, Part V – Summary of Plan Provisions

5. Postponed Retirement

- a. Date: Any day following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service or attaining age 65, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit any time after the attainment of age 55 and the completion of 10 years of service, with the benefit actuarially reduced for each month benefit commencement precedes the Normal Retirement Date.

7. Disability Benefit

- a. Eligibility: Total and permanent disability after completing 10 years of service.
- b. Benefit: The accrued benefit at disability payable monthly commencing six months after disablement.
- c. Supplemental Benefit: A monthly benefit of \$31 x years of Credited Service (maximum 25). This Supplemental Benefit is payable until the earlier of age 65 or eligibility for unreduced Social Security benefits.

8. Pre-retirement Death Benefits

- a. Eligibility: If a married vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 55% spouse's benefit is payable, and payment commences on the first day of the month following death or, if later, the earliest date on which the participant would have been eligible to retire based on service at death.

9. Lump Sum Post-retirement Death Benefit

- a. Eligibility: Death while receiving a disability or retirement benefit. Participants who are not in receipt of a disability or retirement benefit upon death are not eligible for this benefit.
- b. Benefit: A \$1,000 lump sum benefit payable to the participant's beneficiary or estate.

United Technologies Corporation
Represented Employee Retirement Plan
EIN: 06-0570975 PN: 010
Schedule SB, Part V – Summary of Plan Provisions

10. Form of Payment

a. Normal Form:

- (i) Life annuity for unmarried participants
- (ii) A subsidized 55% joint and survivor annuity with pop-up for married participants (married at least one year). The initial reduction factor of 5% is then reduced 0.5% for each year the participant's age exceeds the spouse's age or increased 0.5% for each year the spouse's age exceeds the participant's age (maximum increase is 5%).

b. Optional Forms:

- (i) Level income
- (ii) 55% joint and survivor level income with pop-up
- (iii) 75% joint and survivor level income with pop-up
- (iv) 75% contingent annuity with pop-up

The normal form of payment is converted to the 75% contingent annuity optional form using 6% interest rate and GAR-94 Mortality (unisex).

The 55% contingent annuity benefit is converted as described above under 10(a)(ii).
The level income actuarial equivalence is defined by tables within the plan.

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

Schedule SB - Statement by Enrolled Actuary

Plan Sponsor	United Technologies Corporation
EIN/PN	06-0570975 / 010
Plan Name	UTC Represented Employee Retirement Plan
Valuation Date	January 1, 2012
Enrolled Actuary	Jay Mitchell, F.S.A.
Enrollment Number	11-05718

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of the Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

United Technologies Corporation
Represented Employee Retirement Plan
EIN: 06-0570975 PN: 010
Schedule SB, Part V – Summary of Plan Provisions

Plan	Changes	Effective Date
Rep:		
Aerospace	UTC Power Systems division: monthly benefit level increased from \$54 to \$61	01/01/2012
	Hamilton Sundstrand Rockford division: monthly benefit level changed from \$58.52 to \$67.83 (for over 30 years of service) and from \$44 to \$51 (for under 30 years of service). The Supplemental monthly benefit changed from \$3,100 to \$3,500 (for over 30 years of service) and from a range of \$14 - \$20 to a range of \$15 - \$21 (for under 30 years of service). The cap on the total benefit of 70% x final monthly base pay was removed.	05/31/2011
Rocketdyne	Monthly benefit level increased from \$62 to \$64	09/06/2012
Carrier BDP East	Monthly benefit level increased from \$46 to \$48	06/01/2011

UNITED TECHNOLOGIES CORPORATION
REPRESENTED EMPLOYEE RETIREMENT PLAN
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost of asset	(e) Current
*	Prudential Retirement Insurance and Annuity Company	Immediate Participation Guarantee Fund	\$ 37,293,205	37,293,205
*	Metropolitan Life Insurance Company	Immediate Participation Guarantee Fund	284,449	284,449
*	Metropolitan Life Insurance Company	Separate Accounts-Blackrock Managed Broad Market Bond Fund	503,725	518,156
	Total		<u>\$ 37,577,654</u>	<u>37,577,654</u>

* Denotes a party-in-interest to the Plan

The information in this schedule has been certified as to its completeness and accuracy by Prudential Retirement Insurance and Annuity Company and Metropolitan Life Insurance Company in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

See accompanying independent auditors' report.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

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

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

A Name of plan United Technologies Corporation Represented Employee Retirement Plan	B Three-digit plan number (PN) ► 010
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF United Technologies Corporation	D Employer Identification Number (EIN) 06-0570975
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2 Assets:		
a Market value	2a	4,380,967,023
b Actuarial value	2b	4,277,819,142
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 31,265	1,893,939,628
b For terminated vested participants	3b 16,370	304,283,386
c For active participants:		
(1) Non-vested benefits	3c(1)	79,317,656
(2) Vested benefits	3c(2)	1,349,682,794
(3) Total active	3c(3) 18,005	1,429,000,450
d Total	3d 65,640	3,627,223,464
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	7.00 %
6 Target normal cost	6	63,040,804

Statement by Enrolled Actuary

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

**SIGN
HERE**

Jay Mitchell

Signature of actuary

Jay Mitchell, F.S.A.

Type or print name of actuary

Towers Watson Pennsylvania, Inc.

Firm name

263 Tresser Boulevard

Stamford

CT 06901-3226

Address of the firm

10/10/13

Date

11-05718

Most recent enrollment number

(203) 326-5400

Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	765,893,847	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	70,894,795	0
9 Amount remaining (line 7 minus line 8)	694,999,052	0
10 Interest on line 9 using prior year's actual return of <u>7.06</u> %	49,066,933	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		180,371,543
b Interest on (a) using prior year's effective interest rate of <u>6.27</u> % except as otherwise provided (see instructions)		11,869,365
c Total available at beginning of current plan year to add to prefunding balance		192,240,908
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	744,065,985	0

Part III Funding Percentages

14 Funding target attainment percentage	14	97.42 %
15 Adjusted funding target attainment percentage	15	117.93 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	100.09 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):												
a Target normal cost (line 6)	31a	63,040,804										
b Excess assets, if applicable, but not greater than line 31a	31b	0										
32 Amortization installments:	<table border="1"> <thead> <tr> <th></th> <th>Outstanding Balance</th> <th>Installment</th> </tr> </thead> <tbody> <tr> <td>a Net shortfall amortization installment.....</td> <td>0</td> <td>0</td> </tr> <tr> <td>b Waiver amortization installment</td> <td>0</td> <td>0</td> </tr> </tbody> </table>				Outstanding Balance	Installment	a Net shortfall amortization installment.....	0	0	b Waiver amortization installment	0	0
	Outstanding Balance	Installment										
a Net shortfall amortization installment.....	0	0										
b Waiver amortization installment	0	0										
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33											
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	63,040,804										
		Carryover balance	Prefunding balance									
35 Balances elected for use to offset funding requirement.....		63,040,804	0									
36 Additional cash requirement (line 34 minus line 35).....	36	0										
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0										
38 Present value of excess contributions for current year (see instructions)												
a Total (excess, if any, of line 37 over line 36)	38a	0										
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0										
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0										
40 Unpaid minimum required contributions for all years	40	0										

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

United Technologies Corporation
Represented Employee Retirement Plan

EIN: 06-0570975 PN: 010

Schedule SB, Line 22 - Description of Weighted Average Retirement Age

	(1) 01/01/2012 Active FT (excl. suspendeds)	(2) Retirement Age	(3) (1)x(2) FT-Weighted
Age 62 decrements			
Aero Rep	1,145,651,936	62.32	71,397,028,652
Carrier B	11,631,613	62.32	724,882,122
Carrier BDP East	48,879,011	62.32	3,046,139,966
Control Hourly	9,706,989	62.32	604,939,554
Rocketdyne	22,468,832	62.32	1,400,257,610
Age 63			
Carrier Tyler	28,871,713	63	1,818,917,919
Age 65			
Carrier Collierville	53,963,850	65	3,507,650,250
Carrier ICP	3,274,353	65	212,832,945
Total:	1,324,448,297		82,712,649,018

Assumed Retirement Age 62.45

(1) Rates Averaging at Age 62 Age	(2) Retirement Qx	(3) tPx	(4) Number of Expected Retirements =(2)x(3)	(5) Weighted Retirement Age =(1)x(4)
55	0.020	1.000	0.020	1.100
56	0.020	0.980	0.020	1.098
57	0.020	0.960	0.019	1.095
58	0.040	0.941	0.038	2.184
59	0.050	0.904	0.045	2.665
60	0.100	0.858	0.086	5.150
61	0.100	0.773	0.077	4.712
62	0.250	0.695	0.174	10.777
63	0.250	0.521	0.130	8.213
64	0.250	0.391	0.098	6.257
65	1.000	0.293	0.293	19.066

WEIGHTED AVERAGE RETIREMENT AGE

62.32

United Technologies Corporation
Represented Employee Retirement Plan
EIN: 06-0570975 PN: 010
Schedule SB, Part V – Statement of Actuarial Assumptions and Methods

Actuarial Assumptions and Methods — Contributions

Economic Assumptions

	Rep	
Interest rate basis:		
▶ Applicable month	September 2011	
▶ Yield curve basis	Segment rates	
▶ MAP-21 applied for funding	yes	
▶ MAP-21 applied for benefit restrictions	yes	
Interest rates:		
	Reflecting Corridor	Not Reflecting Corridor
First segment rate	5.54%	2.06%
Second segment rate	6.85%	5.25%
Third segment rate	7.52%	6.32%
▶ Effective interest rate	7.00%	5.49%
Annual rates of increase		
▶ Compensation	4.50%	
▶ Future Social Security wage bases	N/A	
▶ Statutory limits on compensation	N/A	
Crediting rate on cash balance accounts	4.50%*	

* For Sikorsky cash balance supplement.

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Demographic Assumptions

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant.
New or rehired employees	It was assumed there will be no new or rehired employees.
Mortality	
▶ Healthy	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2027 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2019 using Scale AA).
▶ Disabled	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, projected to 2027 using Scale AA) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, projected to 2019 using Scale AA).
Termination	Rates varying by age and service See Exhibit A
Disability	Rates varying by age See Exhibit B
Retirement	Rates varying by age
Unpredictable Contingent Event Benefit (UCEB) assumptions	For Rep, 10% of termination rates are assumed to be layoffs eligible for an additional year of service under certain plan formulas. These assumptions have been selected by the plan sponsor, and evaluation of the assumption(s) was outside the scope of Towers Watson’s assignment and would have required substantial additional work.

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Form of payment	50% life annuity and 50% CA benefit (equally split between option 50% and option 100% CA); For Rep Rocketdyne: 50% life annuity and 50% CA benefit (option 55%); For Rep cash balance participants: immediate lump sum;
Percent married	100% at age 55 for subplans with the 100% CA annuity that allows non-spouse beneficiaries; 81% for all others in Rep.
Spouse age	Females three years younger than males.
Covered pay	For current year hires, the maximum of pay rate and the prior year's pensionable earnings, annualized and increased by 3.00%. For participants on leave of absence, pay rate. For all other participants, prior year's pensionable earnings increased by 3.00%. For Rep, a minimum of \$25,000 is placed on valuation pay for new hires.
Administrative expenses	For Rep: 0.2% of the fair value of assets.
Loads	For Rep vested terminations, the PPA liability is increased by 0.5% to estimate the impact of the optional forms.
At-risk assumptions	N/A
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month.

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Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year
Actuarial value of assets	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year.)
Benefits not valued	<p>All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with United Technologies Corporation and, based on that review, is not aware of any significant benefits required to be valued that were not.</p> <p>The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued as such; rather such participants benefits are valued using the benefit choice assumptions described above.</p>

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Exhibit A

Termination Assumptions

Annual Rates per 1,000 Participants

Age	Plan: Rep	
	Years of Service	
	<u>0-5</u>	<u>5 and up</u>
25	167.8	114.0
30	144.5	108.0
35	130.3	95.0
40	114.6	73.9
45	100.4	57.3
50	83.3	51.0
55	73.7	44.6
60	0.0	0.0
65	0.0	0.0
70	0.0	0.0
75	0.0	0.0
80	0.0	0.0

Note: 10% of above termination rates are assumed to be layoffs eligible for an additional year of service (UCEBs) under certain plan formulas.

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Exhibit B

Disability Assumptions

Annual Rates per 1,000 Participants

Plan:	Rep	
Age	Male	Female
25	0.3	0.5
30	0.4	0.6
35	0.5	0.8
40	0.7	1.0
45	1.0	1.5
50	1.8	2.6
55	3.6	4.9
60	9.0	12.1
65	0.0	0.0
70	0.0	0.0
75	0.0	0.0
80	0.0	0.0

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Exhibit C

Retirement Assumptions

Age	Rep *
55	0.02
56	0.02
57	0.02
58	0.04
59	0.05
60	0.10
61	0.10
62	0.25
63	0.25
64	0.25
65	1.00

* Carrier Collierville and Carrier ICP assume 100% retirement at age 65.
Carrier Tyler assumes 100% retirement at the earlier of age 63 and 25 years of service, or age 65.

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**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Aerospace Rep
Non-Howmet/Non-Sundstrand Divisions**

1. Eligibility

- a. Eligible Employees: Employees of the Aerospace Group covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the January 1 or July 1 coincident with or following the earlier of:
 - age 21 and one year of eligibility service
 - five years of eligibility service (three years for Sikorsky)For Pratt & Whitney Manufacturing, Pratt & Whitney Commercial, Pratt & Whitney Talon, Hamilton Sundstrand, Government Engine Business, International Fuel Cells and ONSI participants become eligible on date of employment.

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2. Accrued Benefits

- a. Formula: Monthly benefit level from the table below based on Final Average Earnings times months of Credited Service:

MONTHLY BENEFIT LEVEL

Final Average Earnings	Pratt & Whitney	Hamilton Sundstrand	Sikorsky	Government Engine Business	International Fuel Cells, ONSI
Under \$25,000	\$ 33.00	\$ 32.00	\$ 61.00	\$ 34.00	\$ 31.50
25,000 - 25,999	33.00	32.00	61.00	34.00	32.00
26,000 - 26,999	33.00	32.00	61.00	34.00	32.50
27,000 - 27,999	33.00	32.00	61.00	34.00	33.00
28,000 - 28,999	33.00	32.00	61.00	34.00	33.50
29,000 - 29,999	33.00	32.00	61.00	34.00	34.00
30,000 - 30,999	33.00	32.00	61.00	34.00	35.00
31,000 - 31,999	33.00	32.00	61.00	34.00	36.00
32,000 - 32,999	33.00	32.00	61.00	34.00	37.00
33,000 - 33,999	33.00	33.00	61.00	34.00	38.00
34,000 - 34,999	34.00	34.00	61.00	34.00	39.00
35,000 - 35,999	35.00	35.00	61.00	35.00	40.00
36,000 - 36,999	36.00	36.00	61.00	36.00	41.00
37,000 - 37,999	37.00	37.00	61.00	37.00	42.00
38,000 - 38,999	38.00	38.00	61.00	38.00	43.00
39,000 - 39,999	39.00	39.00	61.00	39.00	44.00
40,000 - 40,999	40.00	40.00	61.00	40.00	45.00
41,000 - 41,999	41.00	41.00	61.00	41.00	46.00
42,000 - 42,999	42.00	42.00	61.00	42.00	47.00
43,000 - 43,999	43.00	43.00	61.00	43.00	48.00
44,000 - 44,999	44.00	44.00	62.00	44.00	49.00
45,000 - 45,999	45.00	45.00	62.00	45.00	50.00
46,000 - 46,999	46.00	46.00	63.00	46.00	51.00
47,000 - 47,999	47.00	47.00	63.00	47.00	52.00
48,000 - 48,999	48.00	48.00	64.00	48.00	53.00
49,000 - 49,999	49.00	49.00	64.00	49.00	54.00
50,000 - 50,999	50.00	50.00	65.00	50.00	55.00
51,000 - 51,999	51.00	51.00	65.00	51.00	55.00
52,000 - 52,999	52.00	52.00	65.00	52.00	55.00
53,000 - 53,999	53.00	53.00	65.00	53.00	55.00
54,000 - 54,999	54.00	54.00	65.00	54.00	55.00
55,000 - 55,999	55.00	55.00	65.00	55.00	55.00
56,000 - 56,999	56.00	56.00	65.00	56.00	55.00
57,000 - 57,999	57.00	57.00	65.00	57.00	55.00
58,000 - 58,999	58.00	58.00	65.00	58.00	55.00
59,000 - 59,999	59.00	59.00	65.00	58.00	55.00
60,000 - 60,999	60.00	60.00	65.00	58.00	55.00
61,000 - 61,999	61.00	61.00	65.00	58.00	55.00
62,000 - 62,999	62.00	62.00	65.00	58.00	55.00
63,000 - 63,999	63.00	63.00	65.00	58.00	55.00
64,000 - 64,999	64.00	64.00	65.00	58.00	55.00
65,000 and over	65.00	64.00	65.00	58.00	55.00

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Monthly benefit levels in above table effective:

- 1/1/2011 for Pratt & Whitney
- 6/1/2010 for Hamilton Sundstrand
- 3/1/2011 for Sikorsky
- 1/1/2010 for Government Engine Business
- 1/1/2010 for International Fuel Cells and ONSI

b. For employees at Sikorsky only, cash balance supplement, equal to the sum of (i) and (ii):

- (i) Pay Credits: At the end of each month, pay credits are added to the cash balance account. \$40 per week of covered employment (represents \$1.00 per hour at 40 hours per week). Credits accrue from the later of April 1, 2002 and date of hire. Pay credits stop accruing when the participant retires, terminates or dies.
- (ii) Interest Credits: An interest credit is added to the account at the end of each month. It is equal to the product of the account balance as of the end of the prior month and $1/12$ [or $(1+i)^{(1/12)}-1$] of the annual interest rate in effect for the year. The annual interest rate is set each January 1 and is based on the average yield on 10-year Treasury notes during the month of November of the prior year. Interest credits continue until the date payments begin.

Benefit can be paid as with the full account or an equivalent annuity.

c. Definitions

- (i) Annual Earnings: Total compensation including pre-tax contributions to the savings plan and pre-tax contributions to a cafeteria plan, but excluding awards and reimbursements. Base pay rate in the last partial year is annualized. Annual earnings are limited each year to the applicable Section 401(a)(17) pay limit, as indexed (\$250,000 for 2012).
- (ii) Final Average Earnings: The average Annual Earnings for the highest five calendar years in the last ten calendar years before termination. The highest five years must be consecutive for Government Engine Business.
- (iii) Maximum Benefit: A participant's benefit will not exceed the Section 415 limit, as indexed.
- (iv) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
- (v) Credited Service: Continuous Service but excluding:
 - a break in service which exceeds 30 days,
 - leaves of absence without compensation in excess of one year, and
 - service counted as Credited Service under any other defined benefit retirement plan of the company.
- (vi) Annuitization Basis (to convert cash balance account to life annuity): The annuitization basis is set each January 1 for the year, and is based on the IRS 417(e) basis for the month of November of the prior year, and the 417(e) government mandated mortality table.

3. Normal Retirement

- a. Date: First of the month following the date on which a participant attains age 65.
- b. Benefit: The accrued benefit at retirement payable monthly. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity.

4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 2.4% per year for each year benefit commencement precedes age 62. The benefit is unreduced if the participant retires on or after the attainment of age 62. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity.

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity.

6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service (three years for Sikorsky), but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55, with the benefit reduced 5% per year for each year benefit commencement precedes the Normal Retirement Date. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity. Payment can be deferred until as late as Normal Retirement Date; Interest Credits continue until payments begin.
- c. Rule of 65 Benefit: (For Pratt & Whitney, IFC and Hamilton Sundstrand only) Participants terminating employment between ages 50 and 55 whose age plus service equals at least 65 are eligible to receive benefits commencing at age 55, with the benefit reduced as described in 4.b. above.

7. Disability Benefit

- a. Eligibility: Disability after completing 5 years of service (ten years of service for Sikorsky) and receiving Social Security disability benefits.
- b. Benefit: The accrued benefit at disability payable monthly commencing on the first of the month following one year of disability and continuing during the participant's lifetime until the earliest of:
 - the date Social Security disability benefits cease
 - the date retirement benefits commence
 - death

For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity. Payment can be deferred until as late as Normal Retirement Date; Interest Credits continue until payments begin.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant (or former participant) dies before receiving a retirement benefit, the following survivor benefits are payable:
- b. Benefit:
 - (i) If the participant dies after becoming eligible for an early, normal or postponed retirement benefit, a 100% contingent annuitant benefit is payable, and payment commences immediately, reduced as described in 4.b. above, or if the contingent annuitant is the spouse, as late as when the participant would have attained age 65. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity, based on beneficiary age payable to selected beneficiary.
 - (ii) If the participant dies after completing 10 years of service and is married, but does not meet the requirements of (i) above, a 100% spouse's benefit is payable, and payment commences when the participant would have attained age 55, reduced as described in 7.b. above, or age 65. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity only available to a spouse, based on spouse age.
 - (iii) If the participant dies after completing five years of service and is married, but does not meet the requirements of (i) or (ii) above, a 50% spouse's benefit is payable, and payment commences when the participant would have attained age 55, reduced as described in 7.b. above, or age 65. For Sikorsky participants, the cash balance supplement as the full account value or an equivalent annuity only available to a spouse, based on spouse age.

9. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 10 year certain and continuous annuity
 - (ii) 100% contingent annuity
 - (iii) 75% contingent annuity
 - (iv) 66-2/3% contingent annuity
 - (v) 50% contingent annuity
 - (vi) Life annuity for married participants

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- (vii) Available only to employees of Pratt & Whitney, Hamilton Sundstrand, International Fuel Cells, ONSI, and Government Engine Business
 - (a) 5 or 15 year certain and continuous annuity
 - (b) 50%, 66-2/3%, 75% or 100% contingent annuitant pop-up option
 - (c) Social Security level income annuity
- (viii) Available only to employees of Sikorsky, full lump sum of cash balance supplement account.

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

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United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Aerospace Rep
Sikorsky Troy

1. Eligibility

- a. Eligible Employees: Employees of Sikorsky Support Services, Inc., Troy, Alabama covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the earlier of:
- January 1 coincident with or following age 21
 - July 1 coincident with or following age 20 & 1/2 and 6 months of service

2. Accrued Benefit

- a. Formula: Monthly benefit level from the table below based on Final Average Earnings times months of Credited Service:

Final Average Earnings	Monthly Benefit Level
Under \$25,000	\$54.00
25,000 – 29,999	54.00
30,000 – 34,999	54.00
35,000 – 37,999	55.00
38,000 – 39,999	55.00
40,000 – 42,999	55.00
43,000 – 44,999	55.00
45,000 – 47,999	56.00
48,000 – 49,999	57.00
50,000 and over	58.00

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b. Definitions

- (i) Annual Earnings: Total annual compensation as a participant including overtime, bonuses, performance-related awards, shift differential payments, pre-tax contributions to the UTC Savings Plan, and pre-tax contributions for UTC Choice benefits, but excluding special awards (other than performance awards), foreign service premiums and allowances, stock option benefits, company contributions to other benefit plans, pay in lieu of vacation, severance pay, reimbursements, payments related to relocation expenses, amounts credited under a deferred compensation arrangement, or payments received instead of these items. Annual earnings are limited each year to the applicable Section 401(a)(17) pay limit, as indexed (\$250,000 for 2012). Base pay in the first and last partial year of participation is annualized.
- (ii) Final Average Earnings: The average Annual Earnings for the highest five consecutive calendar years in the last ten calendar years before termination.
- (iii) Maximum Benefit: A participant's benefit will not exceed the Section 415 limit, as indexed.
- (iv) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
- (v) Credited Service: Continuous Service but excluding:
 - a break in service which exceeds 30 days,
 - leaves of absence without compensation in excess of one year,
 - service counted as Credited Service under any other defined benefit retirement plan of the company, and
 - service prior to January 1, 1985.

3. Normal Retirement

- a. Date: First of the month following the date on which a participant attains age 65.
- b. Benefit: The accrued benefit at retirement payable monthly.

4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 2.4% per year for each year benefit commencement precedes age 62. The benefit is unreduced if the participant retires on or after the attainment of age 62.

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

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6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date.
- c. Rule of 65 Benefit: Participants terminating employment between age 50 and 55 whose age plus service equals at least 65 are eligible to receive benefits commencing at age 55, with the benefit reduced as described in 4.b. above.

7. Disability Benefit

- a. Eligibility: Disability after completing 10 years of service and qualified to receive Social Security disability benefits.
- b. Benefit: The accrued benefit payable monthly commencing on the Normal Retirement Date. Service and Credited Service continue up to Normal Retirement Date. Final Average Earnings and Social Security benefits in effect at disability are assumed to remain constant to Normal Retirement Date. Participants are eligible to receive a benefit commencing at early retirement, reduced as described in 4.b. above.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant (or former participant) dies before receiving a retirement benefit, the following survivor benefits are payable:
- b. Benefit:
 - (i) If the participant dies after becoming eligible for an early, normal or postponed retirement benefit, a 100% contingent annuitant benefit is payable, and payment commences immediately, reduced as described in 4.b. above, or if the contingent annuitant is the spouse, as late as when the participant would have attained age 65.
 - (ii) If the participant dies after completing 10 years of service and is married, but does not meet the requirements of (i) above, a 100% spouse's benefit is payable, and payment commences when the participant would have attained age 55, reduced as described in 6.b. above, or age 65.
 - (iii) If the participant dies after completing five years of service and is married, but does not meet the requirements of (i) or (ii) above, a 50% spouse's benefit is payable, and payment commences when the participant would have attained age 55, reduced as described in 6.b. above, or age 65.

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9. Form of Payment

a. Normal Form:

- (i) Life annuity for unmarried participants
- (ii) An actuarially reduced 50% joint and survivor annuity for married participants

b. Optional Forms:

- (i) 5 year certain and continuous annuity
- (ii) 10 year certain and continuous annuity
- (iii) 100% contingent annuity
- (iv) 75% contingent annuity
- (v) 66-2/3% contingent annuity
- (vi) 50% contingent annuity
- (vii) Life annuity for married participants

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Aerospace Rep
Schweizer Aircraft**

1. Eligibility

- a. Eligible Employees: Employees of the Schweizer Aircraft Corporation, covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the date of employment.

2. Accrued Benefit

- a. Formula: \$492 (*\$528 effective February 18, 2013) x years of Credited Service
- b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
 - (ii) Credited Service: Continuous Service.

3. Normal Retirement

- a. Date: First of the month following the date on which a participant attains age 65.
- b. Benefit: The accrued benefit at retirement payable monthly.

4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of Credited Service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 4% per year for each year benefit commencement precedes age 65. The benefit is unreduced if the participant retires on or after the attainment of age 63½.

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55 and the completion of 5 years of Credited Service, with the benefit reduced 4% per year for each year benefit commencement precedes the Normal Retirement Date.

* The change is effective after the last day of the valuation year and therefore, not included for 1/1/2012 ERISA PPA purposes. It will first be reflected for ERISA PPA purposes in the actuarial valuation for the 2013 plan year.

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7. Pre-retirement Death Benefits

- a. Eligibility: If a married vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 50% subsidized spouse's benefit is payable, and payment commences at the participant's earliest retirement date or at the date of death, if later.

8. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 10 year certain and continuous annuity
 - (ii) 100% contingent annuity
 - (iii) 75% contingent annuity
 - (iv) 66⅔% contingent annuity
 - (v) 50% contingent annuity
 - (vi) Life annuity for married participants
 - (vii) Lump sum for participants whose benefit has a lump sum value of \$10,000 or less

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Aerospace Rep
Hamilton Sundstrand - Rockford**

1. Eligibility

- a. Eligible Employees: Employees of Sundstrand at the Rockford Factory covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the date of employment.

2. Accrued Benefit

- a. Formula: Annual benefit level from the table below times years of Credited Service:

	Years of Service < 30	Years of Service > 30
Retirement Date	Annual Benefit Amt.	Annual Benefit Amt.
June 1, 1999 – May 31, 2000	\$ 318.00	\$ 423.96
June 1, 2000 – May 31, 2001	324.00	432.00
June 1, 2001 – May 31, 2002	330.00	440.04
June 1, 2002 – June 30, 2003	336.00	447.96
July 1, 2003 – December 31, 2007	408.00	542.64
January 1, 2008 – May 30, 2008	456.00	606.48
May 31, 2008 – May 30, 2011	528.00	702.24
May 31, 2011 and after	612.00	813.96

- b. Definitions

- (i) Continuous Service (service): The sum of years of service as of December 31, 1993 determined in accordance with the prior Sundstrand plan and years of service on or after January 1, 1994 based on the hours of service in each calendar year as follows: for every full 170 hours of service, 1/10 of a year of service will be earned, to a maximum of one year at 1,000 hours of service.
- (ii) Credited Service: The sum of years of credited service as of December 31, 1993 determined in accordance with the prior Sundstrand plan and years of Credited Service on or after January 1, 1994 based on the hours of service in each calendar year as follows: for every full 170 hours of service, 1/10 of a year of service will be earned, to a maximum of one year at 1,700 hours of service.

3. Normal Retirement

- a. Date: First of the month following the later of the date on which a participant attains age 65, or 5 years service.
- b. Benefit: The accrued benefit at retirement payable monthly.

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4. Early Retirement

- a. Date: First of the month following retirement after the attainment of the earliest of:
- (i) age 60 and the completion of 10 years of service, but before the Normal Retirement Date.
 - (ii) the completion of 30 years of service before age 55
 - (iii) age 55 with the participant's age plus service equaling at least 85, but before the attainment of age 60.
- b. Benefit: The accrued benefit at retirement payable monthly reduced (as below) per year for each year benefit commencement precedes age 62:

Age	ERF	Age	ERF	Age	ERF
47	0.304	52	0.450	57	0.694
48	0.328	53	0.489	58	0.752
49	0.354	54	0.532	59	0.808
50	0.383	55	0.579	60	0.867
51	0.415	56	0.635	61	0.933
				62	1.000

- c. Restoration Benefit: If a participant retires before age 62 with 30 years of service, or after age 55 but before age 62 with 85 points (age + service), then the ERF gets removed (ERF=1) when the participant turns age 62.
- d. Interim Supplemental Allowance: Available to anyone retiring within two years of the last day worked and prior to age 65. This benefit is payable until the earlier of age 65 or death.
- (i) For participants with 30 years of service:

Retirement Date	Supplement Benefit Amount
June 1, 1999 – May 31, 2000	\$ 21,600-[318*(CS<30)*ERF]-[423.96*(CS>30)*ERF]
June 1, 2000 – May 31, 2001	24,000-[324*(CS<30)*ERF]-[432*(CS>30)*ERF]
June 1, 2001 – May 31, 2002	24,600-[330*(CS<30)*ERF]-[440.04*(CS>30)*ERF]
June 1, 2002 – June 30, 2003	25,200-[336*(CS<30)*ERF]-[447.96*(CS>30)*ERF]
July 1, 2003 – December 31, 2007	25,200-[408*(CS<30)*ERF]-[542.64*(CS>30)*ERF]
January 1, 2008 – May 30, 2008	31,200-[456*(CS<30)*ERF]-[606.48*(CS>30)*ERF]
May 31, 2008 – May 30, 2011	37,200-[528*(CS<30)*ERF]-[702.24*(CS>30)*ERF]
May 31, 2011 and after	42,000-[612*(CS<30)*ERF]-[813.96*(CS>30)*ERF]

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(ii) For participants with less than 30 years and before age 65:

The amount below x Credited Service.

For retirements June 1, 1999 – December 31, 2007, the following amounts are payable until age 62:

<u>Age</u>	<u>Benefit</u>	<u>Age</u>	<u>Benefit</u>
55	\$ 126.00	58	\$ 162.00
56	138.00	59	174.00
57	150.00	60	186.00
		61	198.00

For retirements January 1, 2008 – May 30, 2008, the following amounts are payable until age 65:

<u>Age</u>	<u>Benefit</u>	<u>Age</u>	<u>Benefit</u>
55	\$ 156.00	58	\$ 192.00
56	168.00	59	204.00
57	180.00	60	216.00
		61-64	228.00

For retirements May 31, 2008 – May 30, 2011, the following amounts are payable until age 65:

<u>Age</u>	<u>Benefit</u>	<u>Age</u>	<u>Benefit</u>
55	\$ 168.00	58	\$ 204.00
56	180.00	59	216.00
57	192.00	60	228.00
		61-64	240.00

For retirements May 31, 2011 and after, the following amounts are payable until age 65:

<u>Age</u>	<u>Benefit</u>	<u>Age</u>	<u>Benefit</u>
55	\$ 180.00	58	\$ 216.00
56	192.00	59	228.00
57	204.00	60	240.00
		61-64	252.00

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

6. Social Security Bridge Lump Sum

- a. Eligibility: Retirement on or after July 26, 1999.
- b. Benefit: Lump sum payment equal to \$30 for each year of Credited Service, up to a maximum of 30 years. This benefit is payable at the later of age 62 or date of retirement.

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7. Special Age 65 Benefit

- a. Eligibility: The month following the month a retired participant or surviving spouse attains age 65. The month a disabled participant becomes enrolled in Medicare Part B.
- b. Benefit: The amount of the Special Age 65 Benefit is shown in the table below, and is based on the date the participant or surviving spouse attains age 65:

<u>Date Attain age 65</u>	<u>Annual Amount</u>
January 1, 1989 to March 31, 1989	\$ 116.40
April 1, 1989 to March 31, 1990	168.00
April 1, 1990 to March 31, 1991	192.00
April 1, 1991 to June 30, 1995	216.00
July 1, 1995 and later	276.00

8. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 60, with the benefit reduced 7.2% per year for each year benefit commencement precedes the Normal Retirement Date.

9. Disability Benefit

- a. Eligibility: Disability after completing 10 years of service but prior to age 65.
- b. Benefit: The accrued benefit at disability, plus \$216 x Credited Service (max 30), both payable monthly commencing six months after disablement and continuing during the participant's lifetime until the earlier of:
- (i) unreduced Social Security retirement
 - (ii) the Normal Retirement Date

10. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant (or former participant) dies before receiving a retirement benefit, the following survivor benefits are payable:
- b. Benefit:
- (i) If the participant dies after becoming eligible for an early, normal or postponed retirement benefit, the greater of a 60% spouse's benefit or a 50% spouse's benefit, as compared after applying the applicable joint and survivor annuity factors in the prior Sundstrand plan, and payment commences immediately, reduced as described in 4.b. above, or age 65.

If the participant was eligible for the Restoration Benefit in 4.c. above, and had attained age 62 at death, then the spouse benefit commences immediately and is unreduced.
 - (ii) If the participant dies after completing five years of service and is married, but does not meet the requirements of (i) above, a 50% spouse's benefit is payable, and payment commences when the participant would have attained age 60, reduced as described in 8.b. above, or age 65.

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11. Form of Payment

a. Normal Form:

- (i) Life annuity for unmarried participants
- (ii) An actuarially reduced 60% joint and survivor annuity for married participants

b. Optional Forms:

- (i) 75% contingent annuity (with or without pop-up)
- (ii) 50% contingent annuity (with or without pop-up)
- (iii) Life annuity for married participants
- (iv) Lump sum for monthly amounts of \$100 or less

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Aerospace Rep
Hamilton Sundstrand – Power Systems**

1. Eligibility

- a. Eligible Employees: Employees of Sundstrand at the Power Systems Factory covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the date of employment.

2. Accrued Benefit

- a. Formula: $\$732 \times \text{years of Credited Service}$

Minus

$\$216 \times \text{years of Credited Service prior to July 22, 1985}^*$

* Solar Turbines/International Harvester pay \$18 per month for service before July 22, 1985

- b. Definitions

- (i) Continuous Service (service): Service Credits are granted for any year which the employee worked 750 or more hours.
- (ii) Credited Service: Service Credits which are granted according to the following schedule:

<u>Hours of Service During Plan Year</u>	<u>Fractional Year of Credited Service Earned</u>
Less than 85	0
85 – 254	.1
255 – 424	.2
425 – 594	.3
595 – 764	.4
765 – 934	.5
935 – 1,104	.6
1,105 – 1,274	.7
1,275 – 1,444	.8
1,445 – 1,614	.9
1,615 or more	1.0

3. Normal Retirement

- a. Date: First of the month following the later of the date on which a participant attains age 65, or 5 years service.
- b. Benefit: The accrued benefit at retirement payable monthly.

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4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 60 and the completion of 10 years of Credited Service, or the attainment of age 55 and the participant's age plus Credited Service equals at least 85, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced (as below) per year for each year benefit commencement precedes age 62:

Age	ERF	Age	ERF
55	0.579	59	0.808
56	0.635	60	0.867
57	0.694	61	0.933
58	0.752	62	1.000

The benefit is unreduced if the participant retires on or after the attainment of age 55 with age plus years of Credited Service at least 85.

5. Social Security Bridge Lump Sum

- a. Eligibility: Retirement on or after July 26, 1999
- b. Benefit: Lump sum payment equal to \$30 for each year of Credited Service, up to a maximum of 30 years. This benefit is payable at the later of age 62 or date of retirement.

6. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

7. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 60 (age 55 if age plus years of Credited Service equals at least 85), with the benefit reduced 7.2% per year for each year benefit commencement precedes the Normal Retirement Date, plus for each of the next five years with respect to a participant whose age plus years of Credited Service equal at least 85: 4.4%, 4.1%, 4.3%, 4.4% and 4.0%, respectively.

8. Disability Benefit

- a. Eligibility: Disability after completing 10 years of Credited Service but prior to age 65.
- b. Benefit: The accrued benefit at disability payable monthly commencing immediately, plus a temporary benefit of \$180 x Credited Service (max 25) payable to age 62 or, until the participant is eligible for Social Security disability benefits.

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9. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant (or former participant) dies before receiving a retirement benefit, the following survivor benefits are payable:
- b. Benefit:
 - (i) If the participant dies after becoming eligible for an early, normal or postponed retirement benefit, a 55% spouse's benefit is payable, and payment commences immediately, reduced as described in 4.b. above, or as late as when the participant would have attained age 65.
 - (ii) If the participant dies after completing five years of service and is married, but does not meet the requirements of (i) above, a 50% spouse's benefit is payable, and payment commences when the participant would have attained age 55, reduced as described in 7.b. above, or age 65.

10. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 55% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 75% joint and survivor annuity for married participants
 - (ii) 55% joint and survivor annuity for married participants with pop-up
 - (iii) 75% joint and survivor annuity for married participants with pop-up
 - (iv) Life annuity for married participants
 - (v) Lump sum for monthly amounts of \$100 or less

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Carrier B

1. Eligibility

- a. Eligible Employees: Employees of the Carrier Group at Syracuse, New York, covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the first day of the month following age 21 and one year of eligibility service.

2. Accrued Benefit

- a. Formula: \$552 x years of Credited Service (max 35 years)
- b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
 - (ii) Credited Service: Credited Service prior to January 1, 2003 is based on Continuous Service if the participant has 10 or more years of service, not in excess of 35 years. If the participant has less than 10 years of service, service coincident with or following the earlier of:
 - (a) Age 21 and one year of service
 - (b) Five years of service

Credited Service on or after January 1, 2003 is based on hours of service in each calendar year as follows:

<u>Hours of Service</u>	<u>Fractional Year of Credited Service Earned</u>
Less than 400	0.0
400 – 799	0.5
800 or more	1.0

3. Normal Retirement

- a. Date: First of the month following the date on which a participant attains age 65.
- b. Benefit: The accrued benefit at retirement payable monthly.

4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 65 up to a maximum reduction of 50%. The benefit is unreduced if the participant retires on or after the attainment of age 60 and the completion of 20 years of service, or after the attainment of age 55 and the completion of 30 years of service.

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

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6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service or attaining age 60, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55 and the completion of 10 years of service, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date, up to a maximum reduction of 50%.

7. Disability Benefit

- a. Eligibility: Disability after completing five years of Credited Service.
- b. Benefit: The accrued benefit at disability payable monthly commencing six months after disablement.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant (or former participant) dies before receiving a retirement benefit, the following survivor benefits are payable:
- b. Benefit:
 - (i) If the participant dies after becoming eligible for an early, normal or postponed retirement benefit, a 50% contingent annuitant's benefit is payable, and payment commences immediately, reduced as described in 4.b. above, or if the contingent annuitant is the spouse, as late as when the participant would have attained age 65.
 - (ii) If the participant dies after completing five years of service and is married, but does not meet requirements of (i) above, a 50% spouse's benefit is payable, and payment commences when the participant would have attained age 65, or age 55 if the participant had completed at least 10 years of service, but reduced as described in 6.b. above.

9. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 10 year certain and continuous annuity
 - (ii) 5 year certain and continuous annuity
 - (iii) 100% contingent annuity (with or without pop-up)
 - (iv) 75% contingent annuity (with or without pop-up)
 - (v) 50% contingent annuity (with or without pop-up)
 - (vi) Life annuity for married participants
 - (vii) Lump sum payment based on the 417(e) basis for the month of November of the prior year, and the 417(e) government mandated mortality table. Not available to participants hired after December 31, 1993 and to participants with respect to Credited Service on or after July 1, 1995.

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

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- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Carrier BDP East**

1. Eligibility
 - a. Eligible Employees: Hourly employees of the Carrier Group at the BDP Company, Indianapolis, Indiana, covered by the collective bargaining agreement with the United Steel Workers of America which provides for participation under this subplan.
 - b. Participation Requirements: Eligible Employees become participants on the first of the month coincident with or following their date of employment.
2. Accrued Benefit
 - a. Formula: The greater of (i) or (ii):
 - (i) \$576 x years of Credited Service (max 40 years)
 - (ii) August 31, 1987 accrued benefit
 - b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
 - (ii) Credited Service: Continuous Service not in excess of 40 years.
3. Normal Retirement
 - a. Date: First of the month following the date on which a participant attains age 65.
 - b. Benefit: The accrued benefit at retirement payable monthly.
4. Early Retirement
 - a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly reduced 3% per year for each of the first five years benefit commencement precedes age 65 plus, if the participant retires before the attainment of age 60, 6% per year for each of the next five years benefit commencement precedes age 60. The benefit is unreduced if the participant retires after the attainment of age 55 and the completion of 30 years of service. The benefit is also unreduced if the participant retires on or after the attainment of age 60 and the completion of 15 years of Credited Service upon a permanent shutdown or a layoff with little likelihood of recall.
5. Postponed Retirement
 - a. Date: First of the month following retirement after the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly.

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6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55 and the completion of 10 years of service, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date.

7. Disability Benefit

- a. Eligibility: Disability after completing 10 years of service.
- b. Benefit: The greater of the accrued benefit at disability or \$1,800 a year payable monthly commencing six months after disablement.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 50% spouse's benefit is payable, and payment commences when the participant would have attained age 65, or age 55 but reduced as described in 6.b. above (4.b. above if eligible for early retirement).

9. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) A reduced 50% joint and survivor annuity with pop-up for married participants where reduction is based on the without pop-up factor
- b. Optional Forms:
 - (i) 100% contingent annuity (with or without pop-up)
 - (ii) 75% contingent annuity (with or without pop-up)
 - (iii) 50% contingent annuity (with or without pop-up)
 - (iv) Life annuity for married participants

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Carrier Collierville**

1. Eligibility
 - a. Eligible Employees: Employees of the Carrier Group at Collierville, Tennessee, covered by a collective bargaining agreement which provides for participation under this subplan.
 - b. Participation Requirements: Eligible Employees become participants on the date of employment.
2. Accrued Benefit
 - a. Formula:
\$504 x years of Credited Service
 - b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
 - (ii) Credited Service: Continuous Service.
3. Normal Retirement
 - a. Date: First of the month following the date on which a participant attains age 65.
 - b. Benefit: The accrued benefit at retirement payable monthly.
4. Early Retirement
 - a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 65 (reduction not to exceed 50%).
5. Postponed Retirement
 - a. Date: First of the month following retirement after the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly.
6. Vested Termination
 - a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
 - b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55 and the completion of 10 years of service, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date (reduction not to exceed 50%).
7. Disability Benefit
 - a. Eligibility: Disability after completing 5 years of Credited Service.
 - b. Benefit: The accrued benefit at disability payable monthly commencing six months after disablement.

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8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 50% spouse's benefit is payable, and payment commences when the participant would have attained age 65, or age 55 if the participant had completed 10 years of service, but reduced as described in 6.b. above (4.b. above if eligible for early retirement).

9. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 10 year certain and continuous annuity
 - (ii) 100% contingent annuity
 - (iii) 75% contingent annuity
 - (iv) 50% contingent annuity
 - (v) Life annuity for married participants

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Carrier ICP Hourly**

1. Eligibility
 - a. Eligible Employees: Employees of the Carrier Group of International Comfort Products covered by a collective bargaining agreement which provides for participation under this subplan.
 - b. Participation Requirements: Eligible Employees become participants on their date of employment.
2. Accrued Benefit
 - a. Formula: \$432 x years of Credited Service.
 - b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including service after Normal Retirement Date.
 - (ii) Credited Service: Continuous Service
3. Normal Retirement
 - a. Date: First of the month following the date on which a participant attains age 65 and the completion of five years of service.
 - b. Benefit: The accrued benefit at retirement payable monthly.
4. Early Retirement
 - a. Date: First of the month coincident with or next following retirement after the attainment of age 55 and the completion of five years of service, but before the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 65 (reduction not to exceed 50%).
5. Postponed Retirement
 - a. Date: First of the month following retirement after the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly.
6. Vested Termination
 - a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
 - b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date (reduction not to exceed 50%).

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7. Disability Benefit

- a. Eligibility: Disability after the attainment of age 55 and completing 15 years of service and qualified to receive Social Security disability benefits.
- b. Benefit: The accrued benefit at disability payable monthly commencing six months after disablement and continuing during the participant's lifetime until the cessation of disability, provided cessation occurs before age 70.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 50% spouse's benefit is payable, and payment commences when the participant would have attained age 65, or age 55 but reduced as described in 6.b. above (4.b. above if eligible for early retirement).

9. Lump Sum Post-retirement Death Benefit

- a. Eligibility: Death while eligible for an early, normal or postponed retirement benefit, or after the attainment of age 65 and becoming eligible for a disability retirement benefit.
- b. Benefit: A \$3,000 lump sum payment, reduced by the value of any company-provided group term life insurance benefit, payable immediately to the beneficiary, spouse, children, parent or estate (in that order).

10. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 10 year certain and continuous annuity
 - (ii) 75% contingent annuity
 - (iii) 66⅔% contingent annuity
 - (iv) 50% contingent annuity
 - (v) Life annuity for married participants

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Carrier Tyler**

1. Eligibility
 - a. Eligible Employees: Employees of the Carrier Group at Tyler, Texas, covered by a collective bargaining agreement which provides for participation under this subplan.
 - b. Participation Requirements: Eligible Employees become participants on the first of the month coincident with or following age 21 and one year of eligibility service.
2. Accrued Benefit
 - a. Formula: The greater of (i) or (ii):
 - (i) \$600 x years of Credited Service (max 35 years)
 - (ii) June 4, 1989 accrued benefit
 - b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including certain leaves of absence and layoffs and service after Normal Retirement Date.
 - (ii) Credited Service: Continuous Service not in excess of 35 years.
3. Normal Retirement
 - a. Date: First of the month following the date on which a participant attains age 65.
 - b. Benefit: The accrued benefit at retirement payable monthly.
4. Early Retirement
 - a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 65 (age 60 if the participant has completed 25 years of Credited Service) up to a maximum reduction of 50%. The benefit is unreduced if the participant retires on or after the attainment of age 55 and the completion of 30 years of Credited Service. The benefit is also unreduced upon a permanent discontinuance of the business operations or an elimination of the participant's position if the participant retires on or after the attainment of age 60 and the completion of 15 years of Credited Service.
5. Postponed Retirement
 - a. Date: First of the month following retirement after the Normal Retirement Date.
 - b. Benefit: The accrued benefit at retirement payable monthly.

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6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55 and the completion of 10 years of service, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date, up to a maximum reduction of 50%.

7. Disability Benefit

- a. Eligibility: Disability after completing five years of Credited Service.
- b. Benefit: The accrued benefit at disability payable monthly commencing six months after disablement continuing to Normal Retirement Date.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 50% spouse's benefit is payable, and payment commences when the participant would have attained age 65, or age 55 if the participant had completed at least 10 years of service, but reduced as described in 6.b. above (4.b. above if eligible for early retirement).

9. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 5 year certain and continuous annuity
 - (ii) 10 year certain and continuous annuity
 - (iii) 100% contingent annuity
 - (iv) 75% contingent annuity
 - (v) 50% contingent annuity
 - (vi) Life annuity for married participants

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

**United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Control Hourly - Carrier Huntington**

1. Eligibility

- a. Eligible Employees: Hourly employees of Control Systems covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants after one year of employment if they have completed 1,000 hours of service; or if later, on the January 1 coincident with or following a calendar year in which they completed 1,000 hours of service.

2. Accrued Benefit

- a. Formula: $\$348 \times \text{years of Credited Service}$
- b. Definitions
 - (i) Continuous Service (service): The total period of a participant's employment, including only calendar years in which the participant completes at least 1,000 hours of service and including service after Normal Retirement Date.
 - (ii) Credited Service: Service based on hours of service in each calendar year as follows:

<u>Hours of Service</u>	<u>Fractional Year of Credited Service</u>
Less than 1,000	0.0
1,000 - 1,199	0.7
1,200 - 1,599	0.8
1,600 or more	1.0

3. Normal Retirement

- a. Date: First of the month following the date on which a participant attains age 65.
- b. Benefit: The accrued benefit at retirement payable monthly.

4. Early Retirement

- a. Date: First of the month following retirement after the attainment of age 55 and the completion of 10 years of service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 65.

5. Postponed Retirement

- a. Date: First of the month following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

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6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit on the first day of any month following the attainment of age 55 and the completion of 10 years of service, with the benefit reduced 6% per year for each year benefit commencement precedes the Normal Retirement Date.

7. Disability Benefit

- a. Eligibility: Disability after the attainment of age 50 and completing 15 years of service and one year of Credited Service, and qualified to receive Social Security disability benefits.
- b. Benefit: \$420 a year payable monthly commencing six months after disablement, continuing for the number of months equal to months of Credited Service or, if earlier, until death, recovery or retirement.

8. Pre-retirement Death Benefits

- a. Eligibility: If a vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 50% spouse's benefit is payable, and payment commences when the participant would have attained age 65, or age 55 if the participant had completed at least 10 years of service, but reduced as described in 6.b. above (4.b. above if eligible for early retirement).

9. Lump Sum Benefit

- a. Eligibility: Death while employed.
- b. Benefit: The lesser of \$2,000 or, 5¢ x hours of Credited Service.

10. Form of Payment

- a. Normal Form:
 - (i) Life annuity for unmarried participants
 - (ii) An actuarially reduced 50% joint and survivor annuity for married participants
- b. Optional Forms:
 - (i) 10 year certain and continuous annuity
 - (ii) 100% contingent annuity
 - (iii) 75% contingent annuity
 - (iv) 50% contingent annuity
 - (v) Life annuity for married participants

The normal form of payment is converted to an optional form using 6% interest rate and GAR-94 Mortality (unisex).

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

United Technologies Corporation
Represented Employee Retirement Plan (UTC Rep)
Rocketdyne

1. Eligibility

- a. Eligible Employees: Employees of Rocketdyne covered by a collective bargaining agreement which provides for participation under this subplan.
- b. Participation Requirements: Eligible Employees become participants on the date of employment.

2. Accrued Benefit

- a. Formula: \$768 (* \$792 effective September 5, 2013 and \$816 effective September 4, 2014)
- b. Definitions
 - (i) Continuous Service (service): Continuous Service prior to January 1, 1976 is based on the provisions of the plan as then in effect to the nearest one-twelfth of a year. After that date, service is based on hours of service in each calendar years as follows:

<u>Hours of Service During the Calendar Year</u>	<u>Fraction of Year of Continuous Service</u>
40 - 119.9	0.0833
120 - 199.9	0.1667
200 - 279.9	0.2500
280 - 359.9	0.3333
360 - 439.9	0.4167
440 - 519.9	0.5000
520 - 599.9	0.5833
600 - 679.9	0.6667
680 - 759.9	0.7500
760 - 839.9	0.8333
840 - 919.9	0.9167
920 or more	1.0000

* The change is effective after the last day of the valuation year and therefore, not included for 1/1/2012 ERISA PPA purposes.

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- (ii) Credited Service: Credited Service prior to January 1, 1976 is based on the provisions of the plan as then in effect to the nearest one-twelfth of a year. After that date, Credited Service is based on hours of service in each calendar year as follows:

<u>Hours of Service During the Calendar Year</u>	<u>Fraction of Year of Credited Service</u>
74.5 - 224.4	0.0833
224.5 - 374.4	0.1667
374.5 - 524.4	0.2500
524.5 - 674.4	0.3333
674.5 - 824.4	0.4167
824.5 - 974.4	0.5000
974.5 - 1,124.4	0.5833
1,124.5 - 1,274.4	0.6667
1,274.5 - 1,424.4	0.7500
1,424.5 - 1,574.4	0.8333
1,574.5 - 1,724.4	0.9167
1,724.5 or more	1.0000

3. Normal Retirement

- a. Date: Last day of the month following the date on which a participant attains age 65 and 5 years of service, but not later than April 1 of the calendar year following the calendar year in which the employee attains age 70½.
- b. Benefit: The accrued benefit at retirement payable monthly.

4. Early Retirement

- a. Date: Any day after the participant attains age 55 and completes 10 years of service, but before the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly reduced 6% per year for each year benefit commencement precedes age 62. The benefit is unreduced if the participant retires on or after the attainment of age 60 and the completion of 20 years of Credited Service, or after the attainment of age 55 and the completion of 30 years of Credited Service.
- c. Supplemental Benefit: Available to any participant who retires before age 62 and has satisfied one of the following criteria:
 - Age 60 with 20 years of Credited Service
 - Age 55 with 30 years of Credited Service
 - Age 55 with age plus years of Credited Service at least 85.

A Supplemental Benefit of \$650 per month is payable until the earliest of age 62, eligibility for Social Security benefits, or death.

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5. Postponed Retirement

- a. Date: Any day following retirement after the Normal Retirement Date.
- b. Benefit: The accrued benefit at retirement payable monthly.

6. Vested Termination

- a. Eligibility: Termination of employment after completing five years of service or attaining age 65, but before becoming eligible for early, normal or postponed retirement.
- b. Benefit: The accrued benefit at termination payable monthly commencing on the Normal Retirement Date. A participant can commence payment of the benefit any time after the attainment of age 55 and the completion of 10 years of service, with the benefit actuarially reduced for each month benefit commencement precedes the Normal Retirement Date.

7. Disability Benefit

- a. Eligibility: Total and permanent disability after completing 10 years of service.
- b. Benefit: The accrued benefit at disability payable monthly commencing six months after disablement.
- c. Supplemental Benefit: A monthly benefit of \$31 x years of Credited Service (maximum 25). This Supplemental Benefit is payable until the earlier of age 65 or eligibility for unreduced Social Security benefits.

8. Pre-retirement Death Benefits

- a. Eligibility: If a married vested participant dies prior to receiving an early, normal or postponed retirement benefit, the following benefit is payable:
- b. Benefit: A 55% spouse's benefit is payable, and payment commences on the first day of the month following death or, if later, the earliest date on which the participant would have been eligible to retire based on service at death.

9. Lump Sum Post-retirement Death Benefit

- a. Eligibility: Death while receiving a disability or retirement benefit. Participants who are not in receipt of a disability or retirement benefit upon death are not eligible for this benefit.
- b. Benefit: A \$1,000 lump sum benefit payable to the participant's beneficiary or estate.

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10. Form of Payment

a. Normal Form:

- (i) Life annuity for unmarried participants
- (ii) A subsidized 55% joint and survivor annuity with pop-up for married participants (married at least one year). The initial reduction factor of 5% is then reduced 0.5% for each year the participant's age exceeds the spouse's age or increased 0.5% for each year the spouse's age exceeds the participant's age (maximum increase is 5%).

b. Optional Forms:

- (i) Level income
- (ii) 55% joint and survivor level income with pop-up
- (iii) 75% joint and survivor level income with pop-up
- (iv) 75% contingent annuity with pop-up

The normal form of payment is converted to the 75% contingent annuity optional form using 6% interest rate and GAR-94 Mortality (unisex).

The 55% contingent annuity benefit is converted as described above under 10(a)(ii).
The level income actuarial equivalence is defined by tables within the plan.

- c. Automatic Lump Sum Payment: for participants whose benefit has a lump sum value of \$5,000 or less under 417(e) government mandated basis.

United Technologies Corporation
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Schedule SB, Line 26 - Schedule of Active Participant Data

Aerospace excluding Schweizer

		Total Years of Credited Service									
Age Nearest Birthday		<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	6	253	36	0	0	0	0	0	0	0
	Average Earnings		63,898	73,510							
25 to 29	Count	11	500	192	4	0	0	0	0	0	0
	Average Earnings		66,229	76,457							
30 to 34	Count	7	354	206	61	0	0	0	0	0	0
	Average Earnings		71,593	77,912	83,164						
35 to 39	Count	15	250	122	74	16	1	0	0	0	0
	Average Earnings		69,553	77,997	85,991						
40 to 44	Count	10	247	139	105	45	77	12	0	0	0
	Average Earnings		69,359	79,719	84,841	81,331	92,512				
45 to 49	Count	7	265	167	122	92	296	291	26	0	0
	Average Earnings		75,934	81,980	83,177	88,372	89,245	93,997	92,131		
50 to 54	Count	7	248	172	127	119	265	474	898	0	0
	Average Earnings		74,082	81,721	83,788	86,843	92,182	93,450	94,309		
55 to 59	Count	6	151	122	87	76	204	351	1,389	155	5
	Average Earnings		72,997	86,423	85,279	89,285	92,218	91,703	93,596	94,097	
60 to 64	Count	1	66	59	37	45	132	189	420	310	165
	Average Earnings		71,504	79,878	95,866	89,581	82,353	88,537	92,012	95,386	97,476
65 to 69	Count	0	10	9	13	11	50	33	86	57	93
	Average Earnings						87,258	87,598	88,787	95,705	103,364
70 & up	Count	0	1	0	1	2	5	10	26	8	10
	Average Earnings								84,333		

* Excludes 2,039 suspended participants (participants not accruing additional service as of January 1, 2012).

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Non-Aerospace and Schweizer

		Total Years of Credited Service									
Age Nearest Birthday		<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	29	76	7	0	0	0	0	0	0	0
25 to 29	Count	35	126	104	4	0	0	0	0	0	0
30 to 34	Count	34	89	190	92	8	0	0	0	0	0
35 to 39	Count	23	90	145	131	135	0	0	0	0	0
40 to 44	Count	33	72	161	125	179	25	1	0	0	0
45 to 49	Count	23	98	158	129	193	55	21	5	0	0
50 to 54	Count	26	85	179	108	167	62	114	94	7	0
55 to 59	Count	12	54	151	93	118	58	93	129	92	1
60 to 64	Count	8	27	73	55	51	29	43	67	41	64
65 to 69	Count	1	0	16	11	17	5	9	6	7	23
70 & up	Count	0	1	2	5	3	1	1	2	2	7

* Excludes 436 suspended participants (participants not accruing additional service as of January 1, 2012).

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Total

		Total Years of Credited Service									
Age Nearest Birthday		<1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
<25	Count	35	329	43	0	0	0	0	0	0	0
25 to 29	Count	46	626	296	8	0	0	0	0	0	0
30 to 34	Count	41	443	396	153	8	0	0	0	0	0
35 to 39	Count	38	340	267	205	151	1	0	0	0	0
40 to 44	Count	43	319	300	230	224	102	13	0	0	0
45 to 49	Count	30	363	325	251	285	351	312	31	0	0
50 to 54	Count	33	333	351	235	286	327	588	992	7	0
55 to 59	Count	18	205	273	180	194	262	444	1,518	247	6
60 to 64	Count	9	93	132	92	96	161	232	487	351	229
65 to 69	Count	1	10	25	24	28	55	42	92	64	116
70 & up	Count	0	2	2	6	5	6	11	28	10	17
		Average Age:				49.2	Average Service		18.4		

* Excludes 2,475 suspended participants (participants not accruing additional service as of January 1, 2012).

Aerospace - Sikorsky Cash Balance

[illegible]

Schedule SB - Statement by Enrolled Actuary

Plan Sponsor	United Technologies Corporation
EIN/PN	06-0570975 / 010
Plan Name	UTC Represented Employee Retirement Plan
Valuation Date	January 1, 2012
Enrolled Actuary	Jay Mitchell, F.S.A.
Enrollment Number	11-05718

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of the Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

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Plan	Changes	Effective Date
Rep:		
Aerospace	UTC Power Systems division: monthly benefit level increased from \$54 to \$61	01/01/2012
	Hamilton Sundstrand Rockford division: monthly benefit level changed from \$58.52 to \$67.83 (for over 30 years of service) and from \$44 to \$51 (for under 30 years of service). The Supplemental monthly benefit changed from \$3,100 to \$3,500 (for over 30 years of service) and from a range of \$14 - \$20 to a range of \$15 - \$21 (for under 30 years of service). The cap on the total benefit of 70% x final monthly base pay was removed.	05/31/2011
Rocketdyne	Monthly benefit level increased from \$62 to \$64	09/06/2012
Carrier BDP East	Monthly benefit level increased from \$46 to \$48	06/01/2011