

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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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>GOODRICH CORPORATION EMPLOYEES PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/1934</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>04/01/1934</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>04/01/1934</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>UNITED TECHNOLOGIES CORPORATION</u> <u>FOUR COLISEUM CTR, 2730 W TYVOLA RD</u> <u>CHARLOTTE, NC 28217</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-0252680</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>704-423-7000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>336410</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-0252680</u>	2c Sponsor's telephone number <u>704-423-7000</u>	2d Business code (see instructions) <u>336410</u>	
2b Employer Identification Number (EIN) <u>34-0252680</u>					
2c Sponsor's telephone number <u>704-423-7000</u>					
2d Business code (see instructions) <u>336410</u>					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	KENNETH LEVINE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2013	MARY SMOOLCA
	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 UNITED TECHNOLOGIES CORPORATION FOUR COLISEUM CTR, 2730 W TYVOLA RD CHARLOTTE, NC 28217		3b Administrator's EIN 34-0252680
		3c Administrator's telephone number 704-423-7000
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name GOODRICH CORPORATION		4b EIN 34-0252680
		4c PN 001
5 Total number of participants at the beginning of the plan year		5 38394
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	6
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: 1A 1G 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>2008444281</u>
b Actuarial value	2b <u>1940955770</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>19601</u> <u>1110677500</u>
b For terminated vested participants.....	3b <u>11436</u> <u>286976843</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>27453140</u>
(2) Vested benefits.....	3c(2) <u>476259520</u>
(3) Total active	3c(3) <u>7357</u> <u>503712660</u>
d Total	3d <u>38394</u> <u>1901367003</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.97 %</u>
6 Target normal cost.....	6 <u>43396133</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>09/04/2013</u>
Signature of actuary		Date
<u>LYNNETTE VAUGHN</u>		<u>11-06464</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA INC.</u>		<u>704-620-6480</u>
Firm name		Telephone number (including area code)
<u>150 N. COLLEGE STREET, SUITE 3050</u> <u>CHARLOTTE, NC 28202</u>		
Address of the firm		

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

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

Schedule SB (Form 5500) 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)	187871158	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	73723952	
9 Amount remaining (line 7 minus line 8)	114147206	0
10 Interest on line 9 using prior year's actual return of <u>8.83</u> %	10079198	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		88391
b Interest on (a) using prior year's effective interest rate of <u>6.23</u> % except as otherwise provided (see instructions)		7805
c Total available at beginning of current plan year to add to prefunding balance		96196
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	84637637	
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	39588767	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	100.00 %
15 Adjusted funding target attainment percentage	15	102.08 %
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	91.99 %
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
02/27/2012	58000000	0			
			Totals ►	18(b)	58000000
				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	57392936
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
		(4) 4th
		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 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is 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	43396133	
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	43396133	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	43396133	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	57392936	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	13996803	
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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

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

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

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

FIDELITY INVESTMENTS

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
65	CONTRACT ADMINISTRATOR	1833940	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON

23-1159360

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	ACTUARY	173589	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SUMMIT RETIREMENT PLAN SERVICES

31-1498244

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	CONSULTING (PENSION)	135762	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

BUCK CONSULTANTS

13-3954297

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17	CONSULTING (PENSION)	19627	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 <u>GOODRICH CORPORATION EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>UNITED TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>34-0252680</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: GOODRICH CORP. MSTR TST FOR PEN

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

c EIN-PN <u>83-0487146-012</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2012</div> 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 GOODRICH CORPORATION EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 UNITED TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 34-0252680	

<div style="display: inline-block; width: 10%; background-color: #f2f2f2; padding: 2px 5px;">Part I</div> 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)	16600000	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)		
(11) Value of interest in master trust investment accounts	1c(11)	1991999909	0
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2008599909	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	2833354	0
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2833354	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2005766555	0
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	58000000	
(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)		58000000

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)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		296532921
(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		354532921

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	127503131	
(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)		127503131
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)	13052552	
(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)		13052552
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		140555683

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		213977238
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		2219743793

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

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

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

5b(1) Name of plan(s)

UNITED TECHNOLOGIES CORPORATION EMPLOYEE RETIREMENT PLAN

5b(2) EIN(s)	5b(3) PN(s)
06-0570975	001

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.
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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>GOODRICH CORPORATION EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNITED TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>34-0252680</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>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>70</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)
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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: 45.2% Investment-Grade Debt: 42.8% High-Yield Debt: 0.0% Real Estate: 7.8% Other: 4.2%

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

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

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

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



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

GOODRICH CORPORATION EMPLOYEES' PENSION PLAN

Financial Statements

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

Goodrich Corporation Employees' Pension Plan

EIN: 34-0252680

Plan Number: 001

GOODRICH CORPORATION EMPLOYEES' PENSION PLAN

Financial Statements

December 31, 2012 and 2011

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Financial Statements:	
Statements of Net Assets Available for Benefits	3
Statements of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
Note: Supplemental schedules specified by the Employment Retirement Income Security Act of 1974 are not applicable and have been omitted.	



Goodrich Corporation Employees' Pension Plan

EIN: 34-0252680

Plan Number: 001

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

Independent Auditors' Report

The Participants and Administrator
Goodrich Corporation Employees' Pension Plan:

Report on the Financial Statements

We have audited the accompanying financial statements of Goodrich Corporation Employees' Pension Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for 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 conducting the audit 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 The Bank of New York Mellon, N.A., the Trustee, except for comparing such information with the related information included in the 2012 financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and execute investment transactions. The plan administrator has obtained certifications from the Trustee as of and for the year ended December 31, 2012, that the information provided to the plan administrator by the 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 on the 2012 financial statements. Accordingly, we do not express an opinion on the 2012 financial statements.



Goodrich Corporation Employees' Pension Plan

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Other Matter – 2011 Financial Statements

The financial statements of the Plan as of December 31, 2011, were audited by predecessor auditors. 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 (ERISA), the plan administrator instructed the predecessor auditors not to perform and they did not perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated June 19, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations 2012

The form and content of the information included in the 2012 financial statements, 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 10, 2013

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GOODRICH CORPORATION EMPLOYEES' PENSION PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value (note 7):		
Investment in The Goodrich Corporation Master Trust for		
Qualified Employee Benefit Plans	\$ —	1,991,999,909
Receivables:		
Employer contributions receivable	<u>—</u>	<u>16,600,000</u>
Total assets	<u>—</u>	<u>2,008,599,909</u>
Liabilities:		
Accrued administrative expenses	<u>—</u>	<u>2,833,354</u>
Net assets available for benefits	<u>\$ —</u>	<u>2,005,766,555</u>

See accompanying notes to financial statements.

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GOODRICH CORPORATION EMPLOYEES' PENSION PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions:		
Employer contributions	\$ 58,000,000	38,900,000
Plan interest in net investment income of Master Trust, as certified by Trustee (note 7)	<u>296,532,921</u>	<u>174,005,873</u>
Total additions	<u>354,532,921</u>	<u>212,905,873</u>
Deductions:		
Benefits paid directly to participants	127,503,131	136,707,573
Administrative expenses	<u>13,052,552</u>	<u>13,124,944</u>
Total deductions	<u>140,555,683</u>	<u>149,832,517</u>
Net increase prior to plan transfers	213,977,238	63,073,356
Plan mergers and transfers (note 2)		
Transfers out of Plan	<u>(2,219,743,793)</u>	<u>—</u>
Net (decrease) increase	(2,005,766,555)	63,073,356
Net assets available for benefits at beginning of year	<u>2,005,766,555</u>	<u>1,942,693,199</u>
Net assets available for benefits at end of year	<u>\$ —</u>	<u>2,005,766,555</u>

See accompanying notes to financial statements.

GOODRICH CORPORATION EMPLOYEES' PENSION PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of the Plan

General

The following brief description of the Goodrich Corporation Employees' Pension Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan document for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan is a noncontributory defined benefit pension plan sponsored by United Technologies Corporation (UTC or the Plan Sponsor) covering certain former employees of the Goodrich Corporation and certain of its subsidiaries and provides for retirement and survivor benefits. Goodrich Corporation, the previous plan sponsor, was acquired by UTC on July 26, 2012.

The Goodrich Corporation Master Trust for Qualified Employee Benefit Plans (Goodrich Master Trust) was merged into the United Technologies Corporation Master Trust (UTC Master Trust) effective October 1, 2012.

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 on either a percentage of final average earnings (as defined) multiplied by years of credited service, subject to reductions determined by applying a specified percentage to the participant's social security amount, or a fixed benefit multiplied by the years of credited service. Eligible participants will 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 and pre-retirement death benefits for certain groups of employees.

(2) Plan Mergers and Transfers

In July 2012, United Technologies Corporation acquired Goodrich Corporation. Effective October 1, 2012, the Goodrich Master Trust was merged with the UTC Master Trust. In October 2012, the Plan was amended to merge the Plan with the United Technologies Corporation Employee Retirement Plan effective December 31, 2012. As a result, assets totaling \$2,220 million and all related benefit obligations were transferred into the United Technologies Corporation Employee Retirement Plan effective December 31, 2012.

(3) Summary of Accounting and Reporting Policies

(a) Basis of Accounting

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

GOODRICH CORPORATION EMPLOYEES' PENSION PLAN

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(b) Payment of Benefits

Benefits are recorded when paid.

(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, 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 the return on investments, salary rates, employee termination rates, mortality rates, and other factors. Actual results could differ from those estimates.

(d) Master Trust

The Plan's interest in the Goodrich Master Trust prior to September 30, 2012 and in the UTC Master Trust subsequent to October 1, 2012 is based on the value of participation units of the Goodrich Master Trust and UTC Master Trust as certified by the Trustee. Investments of the Goodrich Master Trust and UTC Master Trust are stated at fair value. The Plan's assets are presented at the fair value of the underlying value of the Goodrich Master Trust and UTC Master Trust investments.

The fair value of the Plan's interest in investment income/loss and realized and unrealized appreciation/depreciation in the fair value of investments in the Goodrich Master Trust and UTC Master Trust was allocated to the Plan based on its percentage interest in the Goodrich Master Trust and UTC 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.

The Plan Administrator performs ongoing due diligence reviews of the Master Trusts' investments and has retained a consultant to provide quarterly reports, including a performance review.

(e) Risks and Uncertainties

The investment managers retained by the Plan Administrator have discretion to invest Goodrich Master Trust and UTC 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 Goodrich Master Trust and UTC Master Trust, and the changes in fair value are reported currently in the net appreciation (depreciation) of the Goodrich Master Trust and UTC 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 Goodrich Master Trust's and UTC Master Trust's assets are invested in international securities. As a result, the Goodrich Master Trust and UTC Master Trust assets are exposed to risk from fluctuations in foreign exchange rates.

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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.

(f) 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 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.

The 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.

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(g) *New Accounting Guidance*

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 had no impact on the Plan's financial statements.

(h) *Reclassifications*

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

(4) *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.

(5) *Funding Policy*

The Plan Sponsor's funding policy is to contribute amounts that will meet or exceed the annual ERISA minimum funding requirement. Contributions, if any, for the years ended December 31, 2012 and 2011 have met the minimum funding requirements of ERISA.

(6) *Accumulated Plan Benefits*

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to services rendered by covered employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated

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employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on the employees' average compensation during the highest 48 consecutive months out of 120 months of credited service ending on the participant's retirement or termination date. The accumulated plan benefits for active employees are generally based on their average compensation during the 48 months preceding the valuation date. Benefits payable under all circumstances-retirement, death and termination of employment-are included to the extent they are deemed attributable to employee service rendered to the valuation date.

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

The accumulated plan benefit information for the Plan as of December 31, 2011 is as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participants currently receiving benefits	\$ 1,012,392,836
Other participants	<u>641,814,878</u>

Total vested benefits	1,654,207,714
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Nonvested benefits	<u>14,811,043</u>
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Total accumulated plan benefits	<u><u>\$ 1,669,018,757</u></u>
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The change in the actuarial present value of accumulated plan benefits during 2011 is as follows:

Actuarial present value, December 31, 2010	\$ 1,637,083,926
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Increase (decrease) due to:

Additional benefits accumulated	34,174,787
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Decrease in discount period	129,531,981
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Plan amendment	16,471
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Actuarial losses	4,919,165
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Benefits paid	<u>(136,707,573)</u>
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Actuarial present value, December 31, 2011	<u><u>\$ 1,669,018,757</u></u>
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The increase in accumulated plan benefits from actuarial losses was due primarily to unfavorable demographic experience.

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Significant assumptions underlying the actuarial computations were as follows:

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

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

(7) Investments in Master Trust (Unaudited)

During the year ended December 31, 2011 and through September 30, 2012, the Plan's investments were held by the Goodrich Corporation Master Trust for Qualified Employee Benefit Plans which was administered by The Bank of New York Mellon, N.A. as Trustee. Effective October 1, 2012, the Goodrich Master Trust was merged into the UTC Master Trust which is administered by The Bank of New York Mellon, N.A. as Trustee.

As of December 31, 2011, the investment in the Goodrich Master Trust represented the Plan's proportionate interest in the assets of the Goodrich Master Trust. The Plan's investment in the Goodrich Master Trust at December 31, 2011 represented 75.4% of the total net assets of the Goodrich Master Trust. The Plan had no interest in the UTC Master Trust at December 31, 2012 as the Plan merged into the United Technologies Corporation Employee Retirement Plan effective December 31, 2012.

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The following is a summarization of the unaudited financial information and data for the Goodrich Master Trust and UTC 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:

A summary of the total Goodrich Master Trust's activity for the nine months ended September 30, 2012 (prior to the October 1, 2012 merger of the Goodrich Master Trust and UTC Master Trust) and a summary of the total Goodrich Master Trust's activity for the year ended December 31, 2011 is presented below:

	January 1, 2012 through September 30, 2012	For the year ended December 31, 2011
	<u>(Dollars in thousands)</u>	
Net assets at beginning of year	\$ 2,641,290	2,574,891
Additions:		
Investment income:		
Earned income – interest, dividends, and other income	49,966	50,967
Net appreciation in value of invested assets	<u>278,857</u>	<u>179,593</u>
Total	328,823	230,560
Deductions:		
Investment advisors' and trustee's fees	(11,195)	(10,390)
Contributions, distributions, and other activity	<u>(46,503)</u>	<u>(153,771)</u>
Net increase in net assets	<u>271,125</u>	<u>66,399</u>
Net assets at end of period and year, respectively	<u>\$ 2,912,415</u>	<u>2,641,290</u>
Net assets of the Goodrich Master Trust allocable to the Plan, as certified by Trustee	\$ 2,200,314	1,992,000
Plan interest in net investment income of the Goodrich Master Trust, as certified by Trustee	248,279	174,006

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A summary of the total UTC Master Trust activity subsequent to the October 1, 2012 merger of the Goodrich Master Trust and UTC Master Trust is presented below:

	October 1, 2012 through December 31, 2012
	<u>(Dollars in thousands)</u>
Net assets, beginning of period	\$ 19,464,853
Transfer in of Goodrich Master Trust net assets	2,912,415
Additions:	
Investment income:	
Earned income – interest, dividends, and other income	95,788
Net appreciation in value of invested assets	<u>420,101</u>
Total	515,889
Deductions:	
Investment advisors' and trustee's fees	(18,903)
Contributions, distributions, and other activity	<u>(305,382)</u>
Net increase in net assets	<u>3,104,019</u>
Net assets, end of year	\$ <u><u>22,568,872</u></u>
Net assets of the UTC Master Trust allocable to the Plan, as certified by Trustee	\$ —
Plan interest in net investment income of the UTC Master Trust, as certified by Trustee	48,254

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The table below sets forth a summary of net appreciation (depreciation) in fair value for the UTC Master Trust's investments from October 1, 2012 through December 31, 2012, Goodrich Master Trust's investments for the nine months ended September 30, 2012 (prior to the October 1, 2012 merger of the Goodrich Master Trust and UTC Master Trust) and the Goodrich Master Trust's activity for the year ended December 31, 2011:

	UTC Master Trust		
	Net appreciation/ (depreciation) in fair value		
	For the period from October 1, 2012 through December 31, 2012	Goodrich Master Trust	
		Net appreciation/(depreciation) in fair value	
		For the nine months ended September 30, 2012	For the year ended December 31, 2011
	(Dollars in millions)	(Dollars in millions)	(Dollars in millions)
Equity securities	\$ 145.7	94.2	(51.2)
Common collective trust	97.4	87.7	(4.9)
Debt securities	(1.5)	36.5	78.9
Derivatives	71.4	39.7	131.6
Limited partnerships	85.3	—	—
Real estate	22.2	10.3	25.2
Other	(0.4)	10.5	—
	<u>\$ 420.1</u>	<u>278.9</u>	<u>179.6</u>

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The tables below present the classes and fair value levels for the assets of the total Goodrich Master Trust as of December 31, 2011.

Fair value measurements as of December 31, 2011				
	Level 1	Level 2	Level 3	Total
	(Dollars in thousands)			
Cash and equivalents	\$ 1,934	—	—	1,934
Equity	710,196	—	—	710,196
Common collective trusts:				
Equities	—	445,819	—	445,819
Cash equivalents	—	166,377	—	166,377
Fixed income	—	232,083	—	232,083
Other	—	88,338	—	88,338
Common collective trusts	—	932,617	—	932,617
Debt securities:				
U.S. Treasuries	184,781	—	—	184,781
Government, Corporate, and asset backed obligations	—	584,008	—	584,008
Total debt	184,781	584,008	—	768,789
Derivatives	8,495	—	—	8,495
Real estate	—	—	205,699	205,699
Other	9,699	159	—	9,858
Securities held as collateral	—	9,431	—	9,431
Total assets at fair value	\$ 915,105	1,526,215	205,699	2,647,019
Other Assets (liabilities):				
Net receivable (payable) related to investment transactions				4,374
Obligations under securities lending agreements				(10,103)
Net assets of the Goodrich Master Trust				\$ 2,641,290

The following is a description of the valuation methodologies used for assets measured at fair value by the Goodrich Master Trust. There have been no changes in the methodologies used at December 31, 2011.

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.

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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 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.

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.

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.

The table below sets forth a summary of the changes in the fair value of the Level 3 real estate investments for the Goodrich Master Trust for the nine months ended September 30, 2012 (prior to the October 1, 2012 merger of the Goodrich Master Trust and UTC Master Trust) and the total Goodrich Master Trust's activity for the year ended December 31, 2011:

	Nine months ended September 30, 2012	Year ended December 31, 2011
	(Dollars in millions)	
Balance at January 1, 2012 and 2011	\$ 205.7	135.5
Realized gains	0.1	—
Unrealized gains/(losses) relating to instruments still held at the reporting date	(23.1)	16.9
Purchases	5.3	53.3
Sales	(0.8)	—
Balance at September 30, 2012 and December 31, 2011	<u>\$ 187.2</u>	<u>205.7</u>

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Derivative Financial Instruments

At December 31, 2011, the Goodrich Master Trust had open foreign currency contracts to purchase approximately \$482 million and sell approximately \$478 million of various foreign currencies, purchase \$84 million and sell approximately \$2 million of equity securities, and purchase approximately \$646 million and sell approximately \$161 million of debt securities.

(8) Income Tax Status

The Plan received a determination letter from the IRS dated March 29, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related Master Trusts (see note 5, *Investments*) are exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, that the Plan, as amended, is qualified and the related Master Trusts are tax-exempt.

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.

(9) Transactions with Parties-in-Interest

Certain legal and administrative expenses are, or were, paid by the previous Plan Sponsor or the Plan Sponsor. Administrative fees relating to accounting, actuarial, benefits administration and investment advisory services are paid by the Plan. In addition, the Plan pays certain legal fees related to the Plan design and administration. Other than as described above or pursuant to certain trust agreements, the Plan does not have agreements or transactions with parties-in-interest.

(10) Securities Lending

The Goodrich Master Trust and UTC Master Trust participated in a securities lending agreement through 2012 which authorized the Trustee to engage in the lending of certain assets held in the Master Trusts. Securities lending is an investment management strategy that utilizes the existing securities (government bonds, corporate bonds or equities) of the Master Trusts to earn additional income by loaning securities to a select group of approved broker-dealers. In return for the loaned securities, the Trustee simultaneously received collateral in the form of cash or U.S. treasury bills as a safeguard against possible default of any borrower on the return of the loan. Each security lending transaction was collateralized by a margin requirement, as specified in the terms of the securities borrowing agreements, from a maximum of 102% to a maximum of 105% of the fair value of the securities loaned plus accrued interest. The collateral was marked-to-market on a daily basis to maintain the margin requirement.

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Notes to Financial Statements

December 31, 2012 and 2011

At December 31, 2011, the Goodrich Master Trust had securities on loan of \$9.8 million, and debtors provided the Trustee with collateral totaling \$9.4 million. Cash received by the Trustee was invested in money market securities by the Goodrich Master Trust and accordingly, recorded at fair value in the financial statements with a corresponding obligation to repay the collateral in accordance with the securities borrowing agreements. There was both cash and U.S. treasury bills received as collateral.

(11) Subsequent Events

The Plan Administrator has evaluated subsequent events through October 10, 2013, the date of issuance of these financial statements, and determined there are no items to disclose.

Goodrich Corporation
Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680 PN: 001 Plan Year: 2012
Schedule SB Line 26 – Schedule of Active Participant Data

Attained Age		Completed Years of Service									
		Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up
Under 25	Count	0	0	1	0	0	0	0	0	0	0
	Average Earnings										
25 to 29	Count	27	49	7	0	0	0	0	0	0	0
	Average Earnings	58,910	58,371								
30 to 34	Count	46	236	89	17	0	0	0	0	0	0
	Average Earnings	73,932	73,795	69,813							
35 to 39	Count	48	314	170	111	19	1	0	0	0	0
	Average Earnings	84,367	81,248	78,936	76,418						
40 to 44	Count	38	291	186	222	50	15	0	0	0	0
	Average Earnings	73,417	83,610	83,492	76,852	102,437					
45 to 49	Count	33	268	238	449	85	83	17	2	0	0
	Average Earnings	71,872	84,336	90,546	98,179	110,112	90,428				
50 to 54	Count	31	274	269	723	91	163	55	36	2	0
	Average Earnings	74,858	86,722	92,675	103,499	91,661	89,772	105,000	94,466		
55 to 59	Count	15	164	206	748	69	130	45	40	14	3
	Average Earnings		72,774	94,077	94,156	99,294	83,018	108,633	107,128		
60 to 64	Count	10	75	96	479	36	72	26	22	18	12
	Average Earnings		69,487	89,999	96,028	91,172	81,930	80,481	93,166		
65 to 69	Count	2	24	22	163	15	17	6	6	2	6
	Average Earnings		87,534	79,308	98,166						
70 & up	Count	1	2	6	42	0	4	0	0	0	3
	Average Earnings				93,122						

Actuarial Assumptions and Methods

Economic Assumptions

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
Corridors | Not Reflecting
Corridors |
|---------------------------|-------------------------|-----------------------------|
| ▶ First segment rate | 5.54% | 2.06% |
| ▶ Second segment rate | 6.85% | 5.25% |
| ▶ Third segment rate | 7.52% | 6.32% |
| ▶ Effective interest rate | 6.97% | 5.44% |

Annual rates of increase

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

Demographic Assumptions

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

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

Mortality

- | | |
|------------|---|
| ▶ Healthy | Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 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) |

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

Schedule SB, Part V – Statement of Actuarial Assumptions/ Methods

Termination

Rates varying by age and service

Sample Termination Rates per 1,000 participants

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

Disability

For Goodrich rates varying by age and sex

Sample rates per 1,000 participants

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

For Aerostructures, rates varying by age and sex.

Sample rates per 1,000 participants

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

Retirement

Rates varying by age averaging between age 62 and 63.

Sample rates per 1,000 participants.

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

Benefit commencement date:

▶ Preretirement death benefit	The later of the death of the active participant or the date the participant would have been eligible for early retirement
▶ Deferred vested benefit	40% of those eligible for unreduced benefits at age 62 commence at age 62, otherwise commencement assumed at age 65.
▶ Disability benefit	Upon disablement for those eligible for immediate payment or age 65 for those eligible for continued accruals
▶ Retirement benefit	Upon termination of employment
Form of payment	Five year certain and continuous annuity for pay-related formulas. Lump sum for Rohr cash balance benefit. Life annuity for Pump & Engine. No other optional forms of payment are assumed to be elected.
Percent married	60%
Spouse age	Wives three years younger than husbands.
Covered pay	Base pay, including 401(k) deferral plus bonus and overtime limited to the qualified plan earnings limit.
Administrative expenses	\$4,600,000
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

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

Goodrich Corporation
Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680 PN: 001 Plan Year: 2012
Schedule SB, Part V – Statement of Actuarial Assumptions/ Methods

Benefits not valued	<p>All benefits were valued except for benefits payable in the event of future reduction in force or plant shutdowns due to the de minimus probability of paying such benefits. The potential refund of employee contributions with interest upon death before retirement, the lump sum option for former Tremco plan participants and plan amendments adopted after the valuation date are also not valued. For benefit provisions adopted before January 1, 2012 with staggered effective dates, benefit levels in effect at December 31, 2012 are recognized in the valuation of the funding target (plan liabilities). Towers Watson has reviewed the plan provisions with Goodrich and, based on that review, is not aware of any significant benefits required to be valued that were not.</p> <p>The plans pay small benefits (with a present value up to \$15,000) in a single lump sum payment. Such lump sums are not explicitly valued; rather these benefits are valued using the form of payment assumptions described above.</p>
Change in assumptions and methods since prior valuation	<p>The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2010 to September 2011. The segment interest rates were then adjusted to reflect the corridors of MAP-21.</p> <p>The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements to comply with PPA requirements.</p> <p>The assumed plan-related expenses added to the target normal cost was changed from \$7.4 million for 2011 to \$4.6 million for 2012.</p>

SCHEDULE SB (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>	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 Goodrich Corporation Employees' Pension Plan	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Goodrich Corporation	D Employer Identification Number (EIN) 34-0252680	
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	2,008,444,281	
b Actuarial value	2b	1,940,955,770	
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	19,601	1,110,677,500
b For terminated vested participants.....	3b	11,436	286,976,843
c For active participants:			
(1) Non-vested benefits	3c(1)		27,453,140
(2) Vested benefits	3c(2)		476,259,520
(3) Total active.....	3c(3)	7,357	503,712,660
d Total.....	3d	38,394	1,901,367,003
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	6.97	
6 Target normal cost.....	6	43,396,133	

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	 Signature of actuary	<u>9/4/2013</u> Date	
Lynnette Vaughn Type or print name of actuary		11-06464 Most recent enrollment number	
TOWERS WATSON PENNSYLVANIA INC. Firm name		(704) 620-6480 Telephone number (including area code)	
150 N. COLLEGE STREET, SUITE 3050 CHARLOTTE NC 28202 Address of the firm			

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

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)	187,871,158	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	73,723,952	0
9 Amount remaining (line 7 minus line 8)	114,147,206	0
10 Interest on line 9 using prior year's actual return of <u>8.83</u> %	10,079,198	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		88,391
b Interest on (a) using prior year's effective interest rate of <u>6.23</u> % except as otherwise provided (see instructions).....		7,805
c Total available at beginning of current plan year to add to prefunding balance		96,196
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	84,637,637	
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	39,588,767	0

Part III Funding Percentages

14 Funding target attainment percentage	14	100.00 %
15 Adjusted funding target attainment percentage	15	102.08 %
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	91.99 %
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
02/27/2012	58,000,000				
Totals ▶			18(b)	58,000,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	57,392,936

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 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is 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	43,396,133	
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	43,396,133	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	43,396,133	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	57,392,936	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	13,996,803	
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		

Goodrich Corporation

Goodrich Corporation Employees' Pension Plan

EIN: 34-0252680 PN: 001 Plan Year: 2012

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

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

Plan Provisions

Goodrich Corporation Employees' Pension Plan (Salaried Plan)

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

Definitions

Vesting service	Elapsed time since date of employment by Goodrich Corporation.
Benefit service	<p>Years and months of service as a covered employee as of the hire date.</p> <p>Service for employees who opted out of the plan through Retirement Choice is limited to service prior to June 30, 2006.</p> <p>No earlier than January 1985 for Carolina Rubber Hose (CRH); October 1989 for Arrowhead; January 1991 for Simmonds; June 1994 for QSI; and January 1997 for Tramco. Service for Gastonia employees includes service to date of hire at Gastonia (but not before January 1987); service for Safeway employees begins January 1994; service for Freedom Textile Chemical begins May 4, 1992; August 23, 1998 for UPCo; January 1, 1999 for Cincinnati Salaried, C.H. Patrick and Cartersville; and March 31, 1999 for AMMI; January 1, 2002 for Coltec and Aerostructures.</p>
Pensionable pay	Base pay including 401(k) deferral plus bonus plus overtime.
Final average earnings	The average of the highest 48 consecutive months out of 120 months of pensionable pay ending on the participant's termination date.
Covered compensation	The average of the Social Security taxable wage base during the highest 35-year period prior to and including the year in which the participant retires, dies or otherwise terminates employment.
Normal retirement date (NRD)	First of month coinciding with or next following the attainment of age 65. (Age 65 with 5 years of service for Pump & Engine.)
Annual accrued benefit	<p>Benefit service beginning on January 1, 2002 times 1.15% of final average earnings plus benefit service up to 35 years times .45% of final average earnings in excess of Covered Compensation.</p> <p>For benefit service prior to January 1, 2002, the annual accrued benefit is based on the applicable prior plan formula.</p> <p>Pump & Engine, a division of Coltec, is not covered by the pay-related formula. Prior to March 1, 2003, their accrued benefit was \$30 per month multiplied by years of benefit service. As of March 1, 2003, their accrued benefit is \$33 per month multiplied by years of benefit service. As of March 1, 2006, their accrued benefit is \$38 per month multiplied by years of benefit service. As of March 1, 2011, their accrued benefit is \$43 per month multiplied by years of benefit service.</p>

Monthly preretirement Spouse benefit	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday.
--------------------------------------	--

Eligibility for Benefits

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

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD.
Early retirement	<p>Monthly pension benefit determined as of early retirement date, reduced 4% for each year of payment before age 62. (Reduced 5% for each year before age 62 for Pump & Engine.)</p> <p>In the case of Safeway and former Tremco participants, the frozen accrued benefit as of December 31, 1994 is a minimum benefit with former plan reduction factors applied (3.6% from age 65). In the case of Landing Gear, the frozen accrued benefit as of December 31, 1996 is a minimum benefit with former plan reduction factors.</p>
Postponed retirement	Monthly pension benefit determined as of actual retirement date.
Termination with deferred vested benefit	Monthly accrued pension benefit determined as of termination date, reduced 4% for each year of payment before age 62 to age 55, as with early retirement.
Supplemental benefit	The sum of \$545 basic amount plus \$10 per year that age is greater than 55; plus \$22 per year of benefit service greater than 30, less the early retirement benefit. Payable to age 62.
Death with preretirement spouse benefit	Monthly preretirement spouse benefit is payable. In-service death is company-paid; death after termination is paid by employee through actuarial reduction of benefit.
Disability benefit	Monthly accrued benefit based on pensionable pay as of disability date payable at NRD. Service continues to accrue while disabled. For Pump & Engine, the monthly accrued benefit based on service as of disability date, payable immediately.

Other Plan Provisions

Normal form of payment	The normal form of retirement benefit provides for a five-year certain and continuous annuity for unmarried participants and, on an actuarial equivalent basis, a 50% joint and survivor annuity for married participants. The normal form of payment for Pump & Engine is a life annuity for unmarried participants and a 55% joint and survivor annuity for married participants.
Optional forms of payment	Optional forms of payment included life annuity, 50% joint and survivor annuity, 100% joint and survivor annuity, five, ten and fifteen years certain and continuous annuity, social security level income annuity, and lump sum less than \$15,000. Actuarial equivalence for optional forms other than lump sum is based on 1994 GAM (75% male/25% female for participant mortality and 25% male/75% female for joint annuitant mortality), and an interest rate of 6%.
Pension increases	None
Plan participant contribution	None
Maximum on benefits and pay	All benefits and pay for any calendar year may not exceed the maximum limitations for that year as defined in the Internal Revenue Code. The plan provides for increasing the dollar limits automatically as such changes become effective. These limits were last updated on January 1, 2012.

Future Plan Changes

Towers Watson is not aware of any future plan changes.

Changes in Benefits Valued Since Prior Year

The increase in benefit level for the Pump & Engine location (from \$38 to \$43 effective March 1, 2011) was recognized for funding purposes.

Goodrich Corporation
Goodrich Corporation Employees' Pension Plan
EIN: 34-0252680 PN: 001 Plan Year: 2012
Schedule SB, line 24 – Change in Actuarial Assumptions

Assumed administrative expense for the Salaried Plan decreased from \$7.4 million to \$4.6 million to better reflect future expectations.