

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 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>ESTERLINE TECHNOLOGIES RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>004</u>	1c Effective date of plan <u>01/01/1974</u>	
	2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ESTERLINE TECHNOLOGIES CORPORATION</u> <u>500 108TH AVE NE, STE 1500</u> <u>BELLEVUE, WA 98004</u>		
	2b Employer Identification Number (EIN) <u>13-2595091</u>	2c Sponsor's telephone number <u>425-453-9400</u>	
	2d Business code (see instructions) <u>339900</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.	10/14/2013	TERESA SEBERT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	TERESA SEBERT
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 5341
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	2158
b Retired or separated participants receiving benefits.....	6b	1770
c Other retired or separated participants entitled to future benefits.....	6c	1238
d Subtotal. Add lines 6a , 6b , and 6c	6d	5166
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	250
f Total. Add lines 6d and 6e	6f	5416
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	48
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 1C 1G		
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) ☐ 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>ESTERLINE TECHNOLOGIES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ESTERLINE TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>13-2595091</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>203570523</u>
b Actuarial value	2b <u>202357434</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>1944</u> <u>95273071</u>
b For terminated vested participants.....	3b <u>1272</u> <u>32412855</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>1230530</u>
(2) Vested benefits.....	3c(2) <u>58623834</u>
(3) Total active	3c(3) <u>2168</u> <u>59854364</u>
d Total	3d <u>5384</u> <u>187540290</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>6.95 %</u>
6 Target normal cost.....	6 <u>4744076</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>09/27/2013</u>
Signature of actuary		Date
<u>LINDA C. ECKHOLM</u>		<u>11-05358</u>
Type or print name of actuary		Most recent enrollment number
<u>TOWERS WATSON DELAWARE, INC</u>		<u>206-625-1125</u>
Firm name		Telephone number (including area code)
<u>600 UNIVERSITY STREET, STE 3100</u> <u>SEATTLE, WA 98101</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)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>4.61</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		7158043
b Interest on (a) using prior year's effective interest rate of <u>6.23</u> % except as otherwise provided (see instructions)		445946
c Total available at beginning of current plan year to add to prefunding balance		7603989
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	107.90 %
15 Adjusted funding target attainment percentage	15	107.90 %
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	90.19 %
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
04/13/2012	2200000		07/12/2013	5000000	
07/13/2012	2200000				
11/30/2012	2500000				
01/31/2013	2500000				
03/28/2013	2500000				
05/30/2013	2500000				
			Totals ►	18(b)	19400000
				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	18041778
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

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 61
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	4744076	
b Excess assets, if applicable, but not greater than line 31a	31b	4744076	
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	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	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	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	18041778	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	18041778	
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 ESTERLINE TECHNOLOGIES RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 ESTERLINE TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 13-2595091

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

23-1945930

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
DODGE & COX FUNDS

94-1441976

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

33-0629048

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

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

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

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

WELLINGTON TRUST

04-2755549

(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?
28 51 52	NONE	217696	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

INTEGRITY ASSET MANAGEMENT, LLC

38-3212521

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50 68	NONE	158042	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

SANTA BARBARA ASSET MANAGEMENT, LLC

20-3432117

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 51 68	NONE	143809	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

GOLDMAN SACHS ASSET MGMT, LP

13-3575636

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 28 51 52 56	NONE	143016	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

TOWERS WATSON INVESTMENT SVCS, INC.

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	95000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MCKINLEY CAPITAL MANAGEMENT

38-3722488

(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?
28 51 52 68 71	NONE	54672	Yes ☒ No ☐	Yes ☒ No ☐	0	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)

ALLIANCE BERNSTEIN

13-4064930

(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?
28 51 52	NONE	48802	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

U.S. BANK NATIONAL ASSOCIATION

31-0841368

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50 62 68	TRUSTEE	33736	Yes ☒ No ☐	Yes ☒ No ☐	9	Yes ☐ No ☐

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

THE BANK OF NEW YORK MELLON

95-3571558

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50 59 62 68 99	TRUSTEE	12127	Yes ☒ No ☐	Yes ☒ No ☐	0	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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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>ESTERLINE TECHNOLOGIES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>004</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ESTERLINE TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>13-2595091</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: WELLINGTON TRUST CO MID-CAP

b Name of sponsor of entity listed in (a): WELLINGTON TRUST COMPANY

c EIN-PN <u>04-2767481-042</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>19577862</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: GOLDMAN SACHS COLLECTIVE TRUST FUND

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

c EIN-PN <u>13-4166989-017</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>43529242</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: BERNSTEIN INTERNATIONAL EQUITY

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

c EIN-PN <u>91-6197240-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7376495</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: MCKINLEY CAPITAL INT'L GROWTH FUND

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

c EIN-PN <u>38-3722488-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7978276</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: BANK OF NY MELLON COLLECT. US STIF

b Name of sponsor of entity listed in (a): BANK OF NEW YORK

c EIN-PN <u>13-6154008-012</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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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:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 ESTERLINE TECHNOLOGIES RETIREMENT PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 ESTERLINE TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 13-2595091	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	1203215	1113774
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	11600000	12500000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	43586	66812
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	230	4829475
(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)	307462	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	18474680	42241191
(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)	92378803	78461875
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	79991218	96027083
(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)		297377
(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	203999194	235537587

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	93429	136702
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	93429	136702

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	203905765	235400885
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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)	19400000	
(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)		19400000

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)	9395	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	20442	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		29837

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	595393	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2620386	
(D) Total dividends. Add lines 2b(2)(A), (B), and (C)	2b(2)(D)		3215779

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	100372997	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	100649267	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		-276270

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	16545645	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		16545645

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-3910732
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		8918622
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		43922881

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12134485	
(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)		12134485
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)	42295	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	771650	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		813945
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		12948430

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		30974451
l Transfers of assets:			
(1) To this plan.....	2l(1)		520669
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: **KPMG, LLP**

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

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		7500000
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)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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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>ESTERLINE TECHNOLOGIES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ESTERLINE TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>13-2595091</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>23-2926795</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>93</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
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete 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: 64% Investment-Grade Debt: 31% High-Yield Debt: 5% Real Estate: 0% Other: 0%

- 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):



ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

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KPMG LLP
Suite 2900
1918 Eighth Avenue
Seattle, WA 98101

Independent Auditors' Report

The Plan Administrator
Esterline Technologies Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Esterline Technologies Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the 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 accounting principles generally accepted in the United States of America; 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 8, which was certified by The Bank of New York Mellon Trust Company N.A. (Mellon) and U.S. Bank and Trust Company (U.S. Bank), the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that U.S. Bank held the Plan's investment assets and executed investment transactions as of January 1, 2012, and for the period of January 1, 2012 to December 31, 2012 and Mellon held the Plan's investment assets and executed investment transactions from January 1, 2011 through December 31, 2011. The plan administrator has obtained certifications from the trustees as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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



Other Matter

The supplemental schedules (*Schedule H, Line 4i – Schedule of Assets (Held at End of Year)*) as of December 31, 2012 and (*Schedule H, Line 4j – Schedule of Reportable Transactions*) for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, 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

Seattle, Washington
October 9, 2013

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value	\$ 221,857,001	191,152,393
Employer contributions receivable	12,500,000	11,600,000
Accrued interest receivable	25,467	15,159
Cash	1,113,774	1,203,215
Due from Voluntary Savings Plan	41,345	28,427
	<u>235,537,587</u>	<u>203,999,194</u>
Liabilities:		
Administrative fees payable	<u>136,702</u>	<u>93,429</u>
Net assets available for benefits	<u>\$ 235,400,885</u>	<u>203,905,765</u>

See accompanying notes to financial statements.

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Investment income:		
Interest income	\$ 29,837	24,901
Dividend income	3,215,779	2,618,773
Net appreciation in fair value of investments (note 5)	<u>21,277,265</u>	<u>5,850,901</u>
Total investment income	24,522,881	8,494,575
Employer contributions	<u>19,400,000</u>	<u>17,000,000</u>
Total additions	<u>43,922,881</u>	<u>25,494,575</u>
Retirement and termination benefits	12,134,485	11,278,800
Administrative expenses	<u>813,945</u>	<u>620,638</u>
Total deductions	<u>12,948,430</u>	<u>11,899,438</u>
Net increase before transfers	30,974,451	13,595,137
Interplan transfers (note 1(e))	<u>520,669</u>	<u>251,531</u>
Net increase	31,495,120	13,846,668
Net assets available for benefits:		
Beginning of year	<u>203,905,765</u>	<u>190,059,097</u>
End of year	<u>\$ 235,400,885</u>	<u>203,905,765</u>

See accompanying notes to financial statements.

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of Plan

The following description of the Esterline Technologies Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General and Plan Merger

The Plan is a defined benefit pension plan covering certain eligible employees (Esterline Participants) of Esterline Technologies Corporation (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The complete provisions covering Plan benefits are included in the Plan document, which is available to all participants.

In August 2004, the Company acquired Leach International. Effective March 31, 2008, the Leach International Corporation Retirement Plan (Leach Plan) merged into the Plan. Effective December 31, 2003, all benefits under the Leach Plan were frozen. As a result of the merger, there were no changes in participant benefits under the Plan. The assets held by the Leach Plan were transferred to the Plan effective as of the merger date.

(b) Plan Administration

The Plan is administered by certain employees of the Company. Effective January 1, 2012, U.S. Bank and Trust Company serves as the trustee. Prior to January 1, 2012 Bank of New York Mellon Trust Company (BNYM) served as the trustee of the Plan.

(c) Eligibility

Esterline Participants

Employees of the Company and certain subsidiaries who are at least 25 years of age with six months of service (as defined by the plan provisions) or employees who are ages 21-24 with one year of service are eligible to participate in the Plan. Employees are admitted to the Plan on the first of the month coincident with or immediately following attainment of eligibility requirements.

Leach Participants

Prior to January 1, 2004, eligible Leach employees (Leach Participants) became participants in the Leach Plan after attainment of age 21.

(d) Retirement Plan Benefits

Esterline Participants

The Plan provides for Retirement Benefits under a Final Average Pay Formula and effective September 1, 2002, the Plan also includes a cash balance formula. Effective January 1, 2003, active participants were given a choice to 1) continue to earn benefits from January 1, 2003 under the Final Average Pay Formula or 2) earn future benefits under the new cash balance formula and receive a benefit under the Final Average Pay formula equivalent to the frozen benefit as of December 31,

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

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December 31, 2012 and 2011

2002. Effective January 1, 2003, all new Plan entrants earn benefits under the cash balance formula and are enrolled automatically once meeting eligibility requirements.

The cash balance formula accrues by applying:

- Annual pay credit – varies from 2% – 6% of eligible pay, based on age. Participants with earnings in excess of the social security wage base receive an additional 2% pay credit on the excess amount.
- Annual interest credit – an Internal Revenue Service (IRS) approved interest credit is applied annually based on the beginning balance of the participant's account. The interest credit rate was 6.39% and 4.19% for 2012 and 2011, respectively.

Benefits earned under the cash balance formula as of December 31, 2012 and 2011 were approximately \$27.4 million and \$23.1 million, respectively.

The Final Average Pay formula of the Plan uses several formulas (including location specific and grandfathered plan provisions) to determine benefits but generally provides normal retirement benefits at age 65 based on compensation levels and credited service prior to retirement.

Effective January 1, 2008, participants accruing benefits under the cash balance formula become fully vested after the completion of three years of service. Prior to January 1, 2008, benefits were 100% vested following completion of five years of service. There are provisions for early or deferred retirement and death or disability benefits.

Participants may elect, subject to participant account balance levels, to receive benefits in the form of a single-life annuity, 50%, 75%, or 100% joint and survivor annuity, and 5-, 10-, or 15-year certain annuity. The normal form of benefit is a single-life annuity for single participants or a 50% joint and survivor annuity for married participants (other annuity options exist). Employees with a present value benefit that is less than \$1,000 receive lump-sum payments. Participants with account balances less than \$5,000 and more than \$1,000 automatically receive a rollover into a Vanguard IRA unless they affirmatively elect otherwise. Cash balance formula participants may also receive their benefit as a lump sum.

Leach Participants

Retirement benefits previously provided under the Leach Plan were calculated based on the participant's compensation and credited service. Average final compensation was based on the highest compensation for the 60 consecutive months of employment during the last 120 months of credited service. Average final pay was based on compensation for the last three consecutive years of credited service, excluding any amounts in excess of the Social Security wage base in effect at the beginning of the calendar year. Credited service is calculated through the earlier of December 31, 2003, retirement, or termination date. Participants became vested after five years of service.

Participants terminating prior to July 1, 1989 receive a normal monthly retirement benefit at age 65 equal to 57% of the participant's average final monthly compensation less 50% of his or her primary Social Security benefit, reduced by 1/35 for each year of service less than 35 years. Participants retiring after June 30, 1989 receive a normal monthly retirement benefit equal to 1.629% of the

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

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December 31, 2012 and 2011

participant's average final compensation, multiplied by his or her years of credited service as of December 31, 2003 (up to 35 years), less 0.5857% of the participant's average final pay, multiplied by his or her years of credited service (up to 35 years). Participants from the previously merged plan and meeting certain service requirements may receive the greater of their benefit under the Plan or the merged plan.

Participants may elect early retirement beginning at age 55 with a minimum vesting service of five years. Participants may receive their benefits in the form of life annuity, joint and survivor annuity, installments, and Social Security leveling benefits. Participants with a present value benefit of \$1,000 or less receive lump-sum payments.

If an active married participant dies before retirement, the designated beneficiary will receive a death benefit calculated based on the date of death or termination, the participant's age at death, and the participant's years of service. The Plan does not provide benefits for unmarried participants who die before retirement. Disability benefits may begin at early or normal retirement.

(e) Participant Contributions

Participation in the Final Average Pay Formula of the Plan requires a participant contribution of 1% of compensation, which is held in a separate account under the Esterline Technologies Voluntary Savings Plan (the VSP). These funds, together with interest credited at market rates compounded annually, aggregated approximately \$4.8 million and \$4.9 million at December 31, 2012 and 2011, respectively. The aforementioned amounts are not reflected in the Plan's net assets available for benefits at December 31, 2012 and 2011, nor are they considered in calculating the accumulated plan benefit obligation of the Plan. However, these amounts are included in total net assets available for benefits of the VSP. Assets are transferred from the VSP to the Plan based on the participant's benefit elections and as needed to provide for participant distributions. These amounts are reflected as interplan transfers on the statements of changes in net assets available for benefits.

(f) Plan Termination

In the event the Plan is terminated, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations. Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC).

The Company pays premiums to the PBGC to insure certain benefits under the Plan. If the Plan terminates, the PBGC generally guarantees most vested normal and early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For Plan terminations occurring during 2012, that ceiling is \$4,653 per month. The ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

(2) Significant Accounting Policies

(a) *Basis of Accounting*

The financial statements of the Plan are prepared on the accrual basis.

(b) *Use of Estimates*

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

(c) *Risks and Uncertainties*

The Plan invests in a combination of stocks, bonds, and other investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

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.

The Plan invests in securities with contractual cash flows, such as collateralized mortgage obligations. The value, liquidity and related income of those securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

(d) *Investment Valuation and Income Recognition*

The Plan's investments in common commingled trust funds are valued using their net asset values (NAV) as allowed using the practical expediency method. ASC Subtopic 820-10 allows for the use of a practical expedient for the estimation of the fair value of investments in investment companies for which the investment does not have a readily determinable fair value. The practical expedient used by the Plan is the NAV per share, or its equivalent. In some instances, the NAV may not equal the fair value that would be calculated under fair value accounting standards. Valuations provided by fund administrators consider variables such as the financial performance of underlying investments, recent sales prices of underlying investments and other pertinent information. In addition, actual market exchanges at year end provide additional observable market inputs of the exit price. The Plan

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Notes to Financial Statements

December 31, 2012 and 2011

reviews valuations and assumptions provided by fund administrators for reasonableness and believes that the carrying amounts of these financial instruments are reasonable estimates of fair value.

Investments in registered investment company funds and common stocks are stated at fair value based on quoted market prices. Collateralized mortgage obligations are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Cash and money market funds are valued at cost. Purchases and sales of securities are recorded on a trade date basis.

Interest and dividend income are accrued as earned. Net appreciation in fair value of investments is the net realized gain or loss on disposition of investments plus the change in net unrealized gain or loss on investments held at year-end.

(e) Fair Value of Financial Instruments

Fair value is defined as the price that the Plan would receive upon selling an investment in an orderly transaction to an independent buyer in the principal or most advantageous market of the investment. A three-tier hierarchy, as established by Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 820, *Fair Value Measurements and Disclosures*, maximizes the use of observable market data and minimizes the use of unobservable inputs, and establishes classification criteria of fair value measurements for disclosure purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available. The three-tier hierarchy of inputs is summarized in the three broad levels listed below:

- Level 1 – quoted prices in active markets for identical investments
- Level 2 – other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)
- Level 3 – significant unobservable inputs (including the Plan's own assumptions in determining the fair value of investments)

Following is a description of the valuation methodologies used for assets measured at fair value:

Registered investment company funds: Valued at the NAV of shares held by the Plan at year-end based on quoted market prices

Common commingled trust funds: Valued using NAV as a practical expedient. NAV is based on fair value of the underlying investments

Commons stocks: Valued at quoted market prices

Collateralized mortgage obligations: Valued based on yields currently available on comparable securities of issuers with similar credit ratings

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December 31, 2012 and 2011

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There are no unfunded commitments associated with any of the investments.

The following tables summarize the fair values of the Plan's investments as of December 31, 2012 and 2011. No Level 3 investments were held by the Plan as of December 31, 2012 and 2011.

		2012	
	Fair value	Level 1	Level 2
Registered investment company funds:			
Stock fund	\$ 21,412,829	21,412,829	—
Index fund	41,505,684	41,505,684	—
Income funds	33,108,570	33,108,570	—
	<u>96,027,083</u>	<u>96,027,083</u>	<u>—</u>
Common commingled trust funds:			
Equity funds	34,932,633	—	34,932,633
Income funds	43,529,242	—	43,529,242
Money market	4,829,475	—	4,829,475
	<u>83,291,350</u>	<u>—</u>	<u>83,291,350</u>
Common stocks	<u>42,538,568</u>	<u>42,538,568</u>	<u>—</u>
Total	<u>\$ 221,857,001</u>	<u>138,565,651</u>	<u>83,291,350</u>

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Notes to Financial Statements

December 31, 2012 and 2011

		2011		
		Fair value	Level 1	Level 2
Registered investment company funds:				
Stock fund	\$	15,836,506	15,836,506	—
Index fund		31,814,195	31,814,195	—
Income funds		32,340,517	32,340,517	—
		79,991,218	79,991,218	—
Common commingled trust funds:				
Equity funds		36,790,714	—	36,790,714
Income funds		38,773,949	—	38,773,949
U.S. government STIF		16,814,370	—	16,814,370
		92,379,033	—	92,379,033
Common stocks		18,474,679	18,474,679	—
Collateralized mortgage obligations		307,463	—	307,463
Total	\$	191,152,393	98,465,897	92,686,496

(f) *Payment of Benefits*

Benefits are recorded when paid.

(g) *Administrative Expenses*

Administrative expenses include investment management and certain Plan operating costs.

(3) **Actuarial Present Value of Accumulated Plan Benefits**

Accumulated Plan benefits are those future benefit payments, which individual participants have accumulated under the Plan's provisions based on compensation and service rendered to date.

Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based on the participants' cash balance account value and/or employees' compensation during their highest five consecutive years (see note 1). The accumulated plan benefits for active employees are based on their average compensation during the five years ending on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

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

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

The actuarial present value of accumulated plan benefits, as of December 31, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Vested benefits:		
Participants currently receiving payments	\$ 90,862,433	86,978,806
Other participants	<u>99,942,764</u>	<u>89,228,577</u>
	190,805,197	176,207,383
Nonvested benefits	<u>1,205,393</u>	<u>1,223,617</u>
	\$ <u><u>192,010,590</u></u>	\$ <u><u>177,431,000</u></u>

Changes to the actuarial present value of accumulated Plan benefits were a result of the following for the years ended December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Actuarial present value of accumulated Plan benefits, beginning of year	\$ 177,431,000	163,862,882
Changes during the prior year attributable to:		
Benefits paid	(12,134,485)	(11,278,800)
Benefits accumulated	4,464,025	4,159,447
Decrease in the discount period	13,187,084	12,990,634
Actuarial losses (gains)	875,186	—
Change in assumptions	<u>8,187,780</u>	<u>7,696,837</u>
Actuarial present value of accumulated Plan benefits, end of year	\$ <u><u>192,010,590</u></u>	\$ <u><u>177,431,000</u></u>

The significant actuarial assumptions used in the valuations were as follows:

Investment return	7.0% and 7.5% for 2012 and 2011, respectively, per annum, compounded annually
Mortality	Prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code
Retirement age	Rates of retirement from age 55 to age 60
Termination of employment	Based on actual Company's experience
Cost method	Unit credit method

The change in actuarial assumptions for 2012 represents changes in the following:

- Discount rate decreased to 7% from 7.5%
- Mortality tables were updated
- The cash balance interest rate decreased to 5.5% from 6%

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

The change in assumptions for 2011 represents changes in the following:

- The mortality tables were updated to the prescribed tables for 2012.
- The assumed interest rate used to increase cash balance accounts was changed from 6.5% to 6.0%.
- The basis used to convert the employee contributions to an annuity (to offset from the final average pay benefit) was changed from the Revenue Ruling 2001 – 62 mortality table and 6.0% to the PPA lump sum mortality table effective for 2010 and the valuation interest rate.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors would be applicable in determining the actuarial present value of accumulated plan benefits. The actuarial valuations were prepared as of January 1, 2013 and 2012. Had the valuations been prepared as of December 31, 2012 and 2011, there would be no material differences.

(4) Funding Policy

The Company's funding policy is to make annual contributions to the Plan in actuarially computed amounts such that all employee benefits will be fully provided for by the time they retire.

(5) Investments

During 2012 and 2011, the Plan's investments (including investments bought and sold as well as held during the year) appreciated (depreciated) in value as follows:

	Net appreciation (depreciation) in fair value
Year ended and as of December 31, 2012:	
Common commingled trust funds	\$ 8,504,723
Collateralized mortgage obligations	96
Registered investment company funds	9,598,098
Common stocks	3,174,348
	<u>\$ 21,277,265</u>

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

	Net appreciation (depreciation) in fair value
Year ended and as of December 31, 2011:	
Common commingled trust funds	\$ 3,067,356
Corporate bonds and Collateralized Mortgage Obligations	(39,270)
Registered investment company funds	2,905,489
Common stocks	(82,674)
	<u>\$ 5,850,901</u>

(6) Tax Status

The IRS has determined and informed the Company by letter dated July 12, 2013 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. The Company has applied for but has not received a new determination letter. The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Committee 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 jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

(7) Investments in Excess of 5% of Net Assets

The following table presents the fair value of individual investments that represent 5% or more of the Plan's net assets at December 31:

	2012	2011
Vanguard Institutional Index Fund	\$ 41,505,684	31,814,195
Dodge and Cox Stock Fund	21,412,829	15,836,506
Wellington Trust Company Mid Cap Fund	19,577,862	27,103,901
Goldman Sachs Collective Trust Fund	43,529,242	38,773,949
Bank of New York Mellon Collective US Government STIF	—	16,814,141
Pimco Long Duration Total Return Fund	33,108,570	32,340,517

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(8) Information Certified by Trustees of the Plan

The following information included in the financial statements and supplemental schedules was provided and certified by U.S. Bank as of and for the year ending December 31, 2012 and BNYM as of and for the year ending December 31, 2011 as complete and accurate:

- Investments at fair value
- Accrued interest receivable
- Interest income
- Dividend income
- Net appreciation in fair value of investments
- Information included in notes 5 and 7
- Schedule of assets (held at end of year)
- Schedule of reportable transactions

(9) Party-in-Interest and Related-Party Transactions

Certain Plan investments include Funds managed by U.S. Bank or BNYM. U.S. Bank and BNYM are the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

(10) Subsequent Events

Subsequent events have been evaluated through October 9, 2013, the date the financial statements were available to be issued.

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of issuer and description of investment	Cost	Current value
Common stocks:		
Akamai Technologies Inc (7400.000 shares)	\$ 254,916	302,734
Allergan Inc. (6600.000 shares)	399,775	605,418
Altera Corp (9900.000 shares)	386,521	340,461
American Tower Corp (8000.000 shares)	396,634	618,160
Amphenol Corp CI A (7400.00 shares)	223,710	478,780
Apple Inc (1300.000 shares)	756,374	691,825
BMC Software Inc (8050.000 shares)	405,012	318,941
Broadcom Corp CI A (11700.000 shares)	472,221	388,557
Cvs Caremark Corp (9000.000 shares)	416,527	435,150
Costco Wholesale Corp (4500.000 shares)	269,735	444,285
Discovery Communications Inc CI A (9600.000 shares)	404,778	609,408
Dollar General Corp (8000.000 shares)	391,749	352,720
Donaldson Co Inc (15600.000 shares)	350,378	512,304
E M C Corporation (23200.000 shares)	417,187	586,960
E Bay Inc (6100.000 shares)	319,843	311,086
ECOLAB Inc (7700.000 shares)	338,806	553,630
Express Scripts Hldgs C (8000.000 shares)	164,843	432,000
Gilead Sciences Inc. (9300.000 shares)	367,535	683,085
Google Inc (1005.000 shares)	540,121	710,917
Grainger W W Inc (1995.000 shares)	392,442	403,728
Ihs Inc CI A (3800.000 shares)	376,791	364,800
Intuit Inc. (5700.000 shares)	162,976	339,010
Juniper Networks Inc (16900.000 shares)	545,677	332,423
Kansas City Southern (2700.000 shares)	214,872	225,396
Lkq Corp (13400.000 shares)	211,088	282,740
Mead Johnson (3000.000 shares)	210,945	197,670
Monsanto Co. (5500.000 shares)	412,444	520,575
National Oilwell Varco Inc (5400.000 shares)	397,034	369,090
Nike Inc. (9220.000 shares)	305,374	475,752
NuSkin Enterprises Inc (4600.000 shares)	182,204	170,430
Praxair Inc. (4000.000 shares)	377,642	437,800
Precision Castparts Corp (1900.000 shares)	313,400	359,898
T Rowe Price Group Inc (6300.000 shares)	398,644	410,238
Qualcomm Inc. (10500.00 shares)	464,151	649,526
Red Hat Inc (7800.000 shares)	425,890	413,088
Ross Stores Inc (6460.000 shares)	135,053	349,421
Starbucks Corp (8700.000 shares)	432,766	466,581
Tractor Supply Co (2600.000 shares)	206,855	229,736
United Technologies Corp. (6600.000 shares)	474,583	541,266
VISA Inc Class A Shares (4700.000 shares)	400,991	712,426
Waters Corp (3100.000 shares)	135,565	270,072
Wells Fargo & Co (11850.000 shares)	366,938	405,033
Abercrombie & Fitch Co (3750.000 shares)	136,619	179,888
Alliant Energy Corp (3080.000 shares)	137,310	135,243
American Campus Cmnty Inc (7130.000 shares)	313,638	328,907

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of issuer and description of investment	Cost	Current value
American Finl Group Inc Ohio (7085.000 shares)	\$ 275,666	279,999
Arris Group Inc (13225.000 shares)	171,818	197,582
Arrow Electrs Inc (5885.000 shares)	194,282	224,101
Asbury Automotive Group (5038.000 shares)	132,794	161,367
Ashland Inc (2181.000 shares)	149,705	175,374
Atlas Air Worldwide Holdings (2017.000 shares)	105,714	89,393
Bre Properties Inc (2820.000 shares)	142,999	143,341
Bancorpsouth Inc (16365.000 shares)	208,830	237,947
B/E Aerospace Inc (5020.000 shares)	231,047	247,988
WR Berkley Corp (5325.000 shares)	199,300	200,966
Brunswick Corp (6705.000 shares)	158,637	195,048
Buckeye Technologies Inc (6574.000 shares)	177,197	188,740
C E C Entertainment Inc Com New (3720.000 shares)	137,479	123,467
Cno Financial Group Inc (16395.000 shares)	159,665	152,965
Carpenter Technology Corp (3075.000 shares)	163,072	158,762
Children's Place (2305.000 shares)	106,988	102,088
Ciena Corp (7175.000 shares)	103,599	112,648
Compuware Corp (14000.000 shares)	124,578	152,180
Consolidated Graphics Corp (2700.000 shares)	118,053	94,284
Cubesmart (15425.000 shares)	184,675	224,742
Ddr Corp (13175.000 shares)	189,049	206,321
D R Horton Inc (14415.000 shares)	219,908	285,129
Dana Holding Corp (10025.000 shares)	150,625	156,490
Deluxe Corp (8750.000 shares)	212,366	282,100
Diamondrock Hospitality Co (24150.000 shares)	253,163	217,350
Dycom Inds Inc (10770.000 shares)	221,806	213,246
El Paso Elec Co (5275.000 shares)	168,824	168,325
Emcor Group Inc (6400.000 shares)	188,120	221,504
Endo Health Solutions Inc (4580.000 shares)	152,626	120,134
Energen Corp (3280.000 shares)	168,093	147,895
Esterline Technologies Corp (4675.000 shares)	299,757	297,377
Express Inc (8480.000 shares)	118,220	127,963
Fairchild Semicon Intl CI A (15120.000 shares)	214,429	217,728
Federal Rlty Invt Tr SBI New (1175.000 shares)	115,461	122,224
Fidelity National Financial, Inc (7040.000 shares)	134,842	165,792
First Financial Bancorp (9125.000 shares)	156,456	133,408
First Horizon National Corp (27450.000 shares)	260,054	272,030
First Niagara Finl Group Inc (16625.000 shares)	155,568	131,836
Forum Energy Technologies In (8194.000 shares)	176,815	202,802
Fuller H B Co (4831.000 shares)	155,625	168,215
Gannett Inc (9400.000 shares)	134,912	169,294
Gardner Denver Inc (1630.000 shares)	107,675	111,655
Genesee & Wyo Inc CI A (2155.000 shares)	140,616	163,952
Genworth Financial Inc CI A (20950.000 shares)	153,841	157,335
Glacier Bancorp Inc New (9850.000 shares)	143,432	144,894
Great Plains Energy Incorporated (7495.000 shares)	152,282	152,223

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of issuer and description of investment	Cost	Current value
Gulfport Energy Corp (6049.000 shares)	\$ 172,797	231,193
Hain Celestial Group Inc (2995.000 shares)	134,575	162,389
Healthsouth Corp (10975.000 shares)	228,541	231,682
Health Mgmt Assoc Inc New CI A (18225.000 shares)	123,683	169,857
Helix Energy Solutions Group Inc (9915.000 shares)	182,832	204,646
Hexcel Corp New (5700.000 shares)	149,426	153,672
Hologic Inc (7875.000 shares)	164,053	157,580
Huntington Bancshares Inc (32975.000 shares)	208,101	210,710
Idacorp Inc (4210.000 shares)	169,790	182,504
Impax Laboratories Inc (6225.000 shares)	139,037	127,550
Integrated Device Technology Inc (32405.000 shares)	204,251	236,557
Intersil Corporation (17275.000 shares)	175,840	143,210
Investment Technology Group Inc (13945.000 shares)	137,960	125,505
Jabil Circuit Inc (9255.000 shares)	172,214	178,529
Janus Capital Group Inc (13275.000 shares)	108,926	113,103
Kbw Inc (6615.000 shares)	107,850	101,210
Kaiser Alum Corp (3923.000 shares)	204,853	242,010
Keycorp New (19600.000 shares)	157,459	165,032
Lsi Corporation (21975.000 shares)	153,119	155,363
La Z Boy Inc (7010.000 shares)	106,844	99,192
Lexington Realty Trust (19840.000 shares)	174,811	207,328
Magellan Health Svcs Inc (3165.000 shares)	149,349	155,085
Medical Properties Trust Inc (13690.000 shares)	131,252	163,732
Minerals Technologies Inc (3058.000 shares)	111,022	122,075
Nrg Energy Inc (7775.000 shares)	130,977	178,747
National Penn Bancshares Inc (17970.000 shares)	161,264	167,480
Noranda Aluminum Holding Corp (24067.000 shares)	228,048	147,049
Northstar Rlty Fin Corp (34575.000 shares)	198,105	243,408
Nv Energy Inc (15770.000 shares)	253,433	286,068
Old Dominion Fght Line Inc (7312.000 shares)	215,979	250,655
Owens Corning Inc (5295.000 shares)	172,062	195,862
Pdc Energy Inc (6680.000 shares)	206,373	221,843
P N M Resources Inc (10510.000 shares)	193,009	215,560
Parametric Technology Corp (6280.000 shares)	146,772	141,363
Plexus Corp (4480.000 shares)	150,789	115,584
Polyone Corporation (11825.000 shares)	163,746	241,467
Primoris Services Corp (7389.000 shares)	98,393	111,127
Proassurance Corporation (3710.000 shares)	160,433	156,525
Progress Software Corp (7870.000 shares)	156,930	165,191
R T I Intl Metals Inc (7050.000 shares)	173,379	194,298
Rock Tenn Co CI A (3363.000 shares)	225,011	235,107
Rockwood Hldgs Inc (2975.000 shares)	162,266	147,144
Ruby Tuesday Inc (10575.000 shares)	79,838	83,120
Ryland Group Inc (8645.000 shares)	180,809	315,543
Ryman Hospitality Properties (4611.679 shares)	150,261	177,365
Smithfield Foods Inc (5935.000 shares)	122,265	128,018

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of issuer and description of investment	Cost	Current value
Spirit Aerosystems Holdings Inc (14530.000 shares)	\$ 297,445	246,574
Sterling Finl Corp Spokane (7590.000 shares)	154,871	158,631
Sunstone Hotel Invs Inc (18535.000 shares)	181,186	198,510
Superior Energy Svcs Inc (7635.000 shares)	192,327	158,197
Susquehanna Bancshares Inc Pa (21400.000 shares)	212,791	224,272
Synovus Finl Corp (68150.000 shares)	140,184	166,968
Ttm Technologies (14725.000 shares)	164,728	135,323
Teradyne Inc (10575.000 shares)	173,038	178,612
Textron Inc (4830.000 shares)	134,194	119,736
Timken Co (3785.000 shares)	149,142	181,037
Triquint Semiconductor Inc (26430.000 shares)	144,603	127,657
U G I corp (7385.000 shares)	210,626	241,563
Universal Health Svcs Inc CI B (4850.000 shares)	196,699	234,498
Vectren Corporation (6325.000 shares)	185,737	185,955
Vishay Intertechnology Inc (19030.000 shares)	220,879	202,289
Waddell & Reed Financial Inc (5425.000 shares)	171,171	188,899
Warnaco Group Inc (2660.000 shares)	142,653	190,376
Wellcare Health Plans Inc (2535.000 shares)	158,225	123,429
Western Alliance Bancorporation (16915.000 shares)	143,671	178,115
Whirlpool Corp (1250.000 shares)	106,535	127,188
Wintrust Finl Corp (2850.000 shares)	99,566	104,595
Wyndham Worldwide Corp (7265.000 shares)	343,811	386,571
Zions Bancorporation (14405.000 shares)	285,203	308,267
Accenture Plc CI A (8300.000 shares)	242,652	551,950
Covidien Plc (6500.000 shares)	311,063	375,310
Herbalife Ltd (4200.000 shares)	158,576	138,348
Check Point Software Tech Ltd (6700.000 shares)	252,748	319,188
Chicago Bridge Iron Ny Shs (9400.000 shares)	390,318	435,690
Schlumberger Ltd (7300.000 shares)	568,234	505,880
Arch Cap Group Ltd (8025.000 shares)	306,628	353,261
Kodiak Oil & Gas Corp (18766.000 shares)	179,325	166,079
Total common stock	37,316,776	42,538,568
Registered Investment Company Funds:		
Pimco Long Duration Total Return Fund (2743046.396 shares)	29,782,260	33,108,570
Dodge & Cox Stock Fund (175658.973 shares)	19,426,309	21,412,829
Vanguard Institutional Index Fund (318002.483 shares)	30,442,957	41,505,684
	79,651,526	96,027,083

Schedule I**ESTERLINE TECHNOLOGIES RETIREMENT PLAN**

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2012

Identity of issuer and description of investment	Cost	Current value
Common Commingled Trust Funds:		
Bernstein (279271.991 shares)	7,829,243	7,376,495
First American Prime Obligation Fund CI Y(4,829,475.460 shares)	4,829,475	4,829,475
GSCT Long Duration Plus Fi Fun (2452351.660 shares)	31,414,625	43,529,242
McKinley Capital (725761.198 shares)	10,028,455	7,978,276
Wellington Trust Company Mid-Cap (1596889.259 shares)	10,695,461	19,577,862
	64,797,259	83,291,350
Total investments	\$ 181,765,561	221,857,001

See accompanying independent auditors' report.

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

Schedule H, Line 4j – Schedule of Reportable Transactions

Year ended December 31, 2012

Transactions in excess of 5% of Plan assets:

<u>Issuer</u>	<u>Asset</u>	<u>Number of purchases</u>	<u>Purchase price</u>	<u>Number of sales</u>	<u>Selling price</u>	<u>Cost of asset</u>	<u>Net gain (loss)</u>
Category (i) – Single transactions in excess of 5% of plan assets at January 1, 2012:							
First American Cash Reserve	Prime Obligation Fund CI Y	1	\$ 15,034,781	—	\$ —	—	—
First American Cash Reserve	Prime Obligation Fund CI Y	1	12,000,000	—	—	—	—
First American Cash Reserve	Prime Obligation Fund CI Y	1	11,500,000	—	—	—	—
First American Cash Reserve	Prime Obligation Fund CI Y	—	—	1	12,000,000	12,000,000	—
First American Cash Reserve	Prime Obligation Fund CI Y	—	—	1	11,595,082	11,595,082	—
First American Cash Reserve	Prime Obligation Fund CI Y	—	—	1	10,471,638	10,471,638	—
Category (iii) – Series of transactions in excess of 5% of plan assets at January 1, 2012:							
First American Cash Reserve	Prime Obligation Fund CI Y	302	\$ 90,304,060	—	\$ —	—	—
First American Cash Reserve	Prime Obligation Fund CI Y	—	—	187	85,474,582	85,474,582	—

There were no series ii or iv transactions.

See accompanying independent auditors' report.

2012 Schedule H line 4i			
Schedule of Assets Acquired and Disposed of within Plan Year			
(a) Identity of issue, borrower, lessor or similar party	(b) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(c) Cost of acquisitions	(d) Proceeds of dispositions
SUNTRUST	Adjustabl 5.47984% 4/25/37; 212,726.590 SHS	130,433	143,681
WACHOVIA MTG LONA TR	3.05366% 10/20/35; 112,389.470 SHS	87,156	87,343
WAMU	Mortgage Pass 2.13821% 1/25/37 112,538.490	72,138	76,563
BUNGE LIMITED	4,300.000 SHS OF FOREIGN STOCK	460,464	288,207

2012 Schedule H line 4j
Schedule of 5% Reportable Transactions

(a) Identity of party involved	(b) Description of asset (including interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred w/transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
<u>Single Transaction</u>								
First American	Prime Obligations Fund CI Y	15,034,781	0	0	0	0	15,034,781	0
First American	Prime Obligations Fund CI Y	0	12,000,000	0	0	12,000,000	12,000,000	0
First American	Prime Obligations Fund CI Y	12,000,000	0	0	0	0	12,000,000	0
First American	Prime Obligations Fund CI Y	0	11,595,082	0	0	11,595,082	11,595,082	0
First American	Prime Obligations Fund CI Y	11,500,000	0	0	0	0	11,500,000	0
Wellington Trust	Mid-Cap Growth	0	10,093,705	0	0	4,915,824	10,093,705	5,177,881
<u>Series of Transactions</u>								
First American	Prime Obligations Fund CI Y	90,304,060	85,778,642	0	0	176,082,702	180,608,120	0
Wellington Trust	Mid-Cap Growth	1,207,169	10,681,748	0	0	6,423,590	11,888,917	5,465,327

2012 Schedule H line 4i
Schedule of Assets Held at Year End

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(c) Cost	(d) Current value
	<u>Cash Equivalents</u>			
*	First American	Prime Oblig Fund CI Y	4,829,475	4,829,475
	<u>Common Stock</u>			
	Abercrombie & Fitch Co	3,750 CI A shares	136,619	179,888
	Akamai Technologies Inc	7,400 shares	254,916	302,734
	Allergan Inc.	6,600 shares	399,775	605,418
	Alliant Energy Corp	3,080 shares	137,310	135,243
	Altera Corp	9,900 shares	386,521	340,461
	American Campus Cmnty Inc	7,130 shares	313,638	328,907
	American Finl Group Inc Ohio	7,085 shares	275,666	279,999
	American Tower Corp	8,000 shares	396,634	618,160
	Amphenol Corp New	7,400 CI A shares	223,710	478,780
	Apple Inc	1,300 shares	756,374	691,825
	Arris Group Inc	13,225.000 shares	171,818	197,582
	Arrow Electrs Inc	5,885.000 shares	194,282	224,101
	Asbury Automotive Group	5,038.000 shares	132,794	161,367
	Ashland Inc	2,181.000 shares	149,705	175,374
	Atlas Air Worldwide Holdings	2,017.000 shares	105,714	89,393
	BRE Properties Inc	2,820.000 shares	142,999	143,341
	BMC Software Inc	8,050.000 shares	405,012	318,941
	Bancorpsouth Inc	16,365.000 shares	208,830	237,947
	B/E Aerospace Inc	5,020.000 shares	231,047	247,988
	WR Berkley Corp	5,325.000 shares	199,300	200,966
	Broadcom Corp	11,700.000 CI A shares	472,221	388,557
	Brunswick Corp	6,705.000 shares	158,637	195,048
	Buckeye Technologies Inc	6,574.000 shares	177,197	188,740
	C E C Entertainment Inc	3,720.000 shares	137,479	123,467
	CNO Financial Group Inc	16,395.000 shares	159,665	152,965
	CVS Caremark Corp	9,000.000 shares	416,527	435,150
	Carpenter Technology Corp	3,075.000 shares	163,072	158,762
	Childrens Place	2,305.000 shares	106,988	102,088
	Ciena Corp	7,175.000 shares	103,599	112,648
	Compuware Corp	14,000.000 shares	124,578	152,180
	Consolidated Graphics Inc	2,700.000 shares	118,053	94,284
	Costco Wholesale Corp	4,500.000 shares	269,735	444,285
	Cubalmart	15,425.000 shares	184,675	224,742
	DDR Corp	13,175.000 shares	189,049	206,321
	D R Horton Inc	14,415.000 shares	219,908	285,129
	Dana Holding Corp	10,025.000 shares	150,625	156,490
	Deluxe Corp	8,750.000 shares	212,366	282,100
	Diamondrock Hospitality Co	24,150.000 shares	253,163	217,350
	Discovery Communications Inc	9,600 CI A shares	404,778	609,408
	Dollar General Corp	8,000.000 shares	391,749	352,720
	Donaldson Co Inc	15,600.000 shares	350,378	512,304
	Dycom Inds Inc	10,770.000 shares	221,806	213,246
	E M C Corporation	23,200.000 shares	417,187	586,960
	E Bay Inc	6,100.000 shares	319,843	311,086
	ECOLAB Inc	7,700 shares	338,806	553,630
	El Paso Elec Co	5,275.000 shares	168,824	168,325
	Emcor Group Corp.	6,400.000 shares	188,120	221,504
	Endo Health	4,580.000 shares	152,626	120,134
	Energen Corp	3,280.000 shares	168,093	147,895
	Express Inc	8,480.000 shares	118,220	127,963
	Express Scripts Hldgs C	8,000.000 shares	164,843	432,000
	Fairchild Semicon Intl	15,120.000 CI A shares	214,429	217,728
	Federal Rlty Invnt TR SBI	1,175.000 shares	115,461	122,224
	Fidelity National Financial, Inc	7,040.000 shares	134,842	165,792
	First Financial Bancorp	9,125.000 shares	156,456	133,408
	First Horizon National Corp	27,450.000 shares	260,054	272,030
	First Niagara Finl Group Inc	16,625.000 shares	155,568	131,836
	Forum Energy Technologies Inc	8,194.000 shares	176,815	202,802
	Fuller H B Co	4,831.000 shares	155,625	168,215
	Gannett Inc	9,400.000 shares	134,912	169,294
	Gardner Denver Inc	1,630.000 shares	107,675	111,655
	Genesee & Wyo Inc	2,155.000 CI A shares	140,616	163,952
	Genworth Financial Inc	20,950.000 CI A shares	153,841	157,335
	Gilead Sciences Inc.	9,300.000 shares	367,535	683,085

2012 Schedule H line 4i Schedule of Assets Held at Year End				
(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(c) Cost	(d) Current value
	Glacier Bancorp Inc	9,850.000 shares	143,432	144,894
	Google Inc	1,005.000 CI A shares	540,121	710,917
	Grainger W W Inc	1,995.000 shares	392,442	403,728
	Great Plains Energy Incorporated	7,495.000 shares	152,282	152,223
	Gulfport Energy Corp	6,049.000 shares	172,797	231,193
	Hain Celestial Group Inc	2,995.000 shares	134,575	162,389
	Healthsouth Corp	10,975.000 shares	228,541	231,682
	Health Mgmt Assoc Inc	18,225.000 CI A shares	123,683	169,857
	Helix Energy Solutions Group Inc	9,915.000 shares	182,832	204,646
	Hexcel Corp	5,700.000 shares	149,426	153,672
	Hologic Inc	7,875.000 shares	164,053	157,580
	Huntington Bancshares Inc	32,975.000 shares	208,101	210,710
	Idacorp Inc	4,210.000 shares	169,790	182,504
	IHS Inc	3,800.000 CI A shares	376,791	364,800
	Impax Laboratories Inc	6,225.000 shares	139,037	127,550
	Integrated Device Technology Inc	32,405.000 shares	204,251	236,557
	Intersil Corp	17,275.000 shares	175,840	143,210
	Intuit Inc.	5,700 shares	162,976	339,010
	Investment Technology Group Inc	13,945.000 shares	137,960	125,505
	Jabil Circuit Inc	9,255.000 shares	172,214	178,529
	Janus Capital Group Inc	13,275.000 shares	108,926	113,103
	Juniper Networks Inc	16,900 shares	545,677	332,423
	KBW Inc	6,615.000 shares	107,850	101,210
	Kaiser Alum Corp	3,923.000 shares	204,853	242,010
	Kansas City Southern	2,700.000 shares	214,872	225,396
	Keycorp	19,600.000 shares	157,459	165,032
	LKQ Corp	13,400.000 shares	211,088	282,740
	LSI Corp	21,975.000 shares	153,119	155,363
	La Z Boy Inc	7,010.000 shares	106,844	99,192
	Lexington Realty Trust	19,840.000 shares	174,811	207,328
	Magellan Health Svcs Inc	3,165.000 shares	149,349	155,085
	Mead Johnson Nutrition Co	3,000.000 shares	210,945	197,670
	Medical Properties Trust Inc	13,690.000 shares	131,252	163,732
	Minerals Technologies Inc	3,058.000 shares	111,022	122,075
	Monsanto Co.	5,500 shares	412,444	520,575
	NRG Energy Inc	7,775.000 shares	130,977	178,747
	National Oilwell Varco Inc	5,400.000 shares	397,034	369,090
	National Penn Bancshares Inc	17,970.000 shares	161,264	167,480
	Nike Inc.	9,220.000 shares	305,374	475,752
	Noranda Aluminum Holding Corp	24,067.000 shares	228,048	147,049
	Northstar Rlty Fin Corp	34,575.000 shares	198,105	243,408
	NuSkin Enterprises Inc	4,600.000 shares	182,204	170,430
	NV Energy Inc	15,770.000 shares	253,433	286,068
	Old Dominion Fgth Line Inc	7,312.000 shares	215,979	250,655
	Owens Corning Inc	5,295.000 shares	172,062	195,862
	PDC Energy Inc	6,680.000 shares	206,373	221,843
	P N M Resources Inc	10,510.000 shares	193,009	215,560
	Parametric Technology Corp	6,280.000 shares	146,772	141,363
	Plexus Corp	4,480.000 shares	150,789	115,584
	Polyone Corporation	11,825.000 shares	163,746	241,467
	Praxair Inc.	4,000.000 shares	377,642	437,800
	Precision Castparts Corp	1,900.000 shares	313,400	359,898
	T Rowe Price Group Inc	6,300 shares	398,644	410,238
	Primoris Services Corp	7,389.000 shares	98,393	111,127
	Proassurance Corporation	3,710.000 shares	160,433	156,525
	Progress Software Corp	7,870.000 shares	156,930	165,191
	Qualcomm Inc	10,500.000 shares	464,151	649,526
	R T I Intl Metals Inc	7,050.000 shares	173,379	194,298
	Red Hat Inc	7,800.000 shares	425,890	413,088
	Rock Tenn Co	3,363.000 CI A shares	225,011	235,107
	Rockwood	2,975.000 shares	162,266	147,144
	Ross Stores Inc	6,460.000 shares	135,053	349,421
	Ruby Tuesday Inc	10,575.000 shares	79,838	83,120
	Ryland Group Inc	8,645.000 shares	180,809	315,543
	Ryman Hospitality Properties	4,611.679 shares	150,261	177,365
	Smithfield Foods Inc	5,935.000 shares	122,265	128,018
	Spirit Aerosystems Holdings Inc	14,530.000 shares	297,445	246,574

2012 Schedule H line 4i Schedule of Assets Held at Year End				
(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(c) Cost	(d) Current value
	Starbucks Corp	8,700.000 shares	432,766	466,581
	Sterling Finl Corp Spokane	7,590.000 shares	154,871	158,631
	Sunstone Hotel Invs Inc	18,535.000 shares	181,186	198,510
	Superior Energy Svcs Inc	7,635.000 shares	192,327	158,197
	Susquehanna Bancshares Inc PA	21,400.000 shares	212,791	224,272
	Synovus Finl Corp	68,150.000 shares	140,184	166,968
	TTM Technologies	14,725.000 shares	164,728	135,323
	Teradyne Inc	10,575.000 shares	173,038	178,612
	Textron Inc	4,830.000 shares	134,194	119,736
	Timken Co	3,785.000 shares	149,142	181,037
	Tractor Supply Co	2,600.000 shares	206,855	229,736
	Triquint Semiconductor Inc	26,430.000 shares	144,603	127,657
	U G I Corp	7,385.000 shares	210,626	241,563
	United Technologies Corp	6,600.000 shares	474,583	541,266
	Universal Health Svcs Inc	4,850.000 Cl B shares	196,699	234,498
	Vectren Corporation	6,325.000 shares	185,737	185,955
	VISA Inc	4,700 shares	400,991	712,426
	Vishay Intertechnology Inc	19,030.000 shares	220,879	202,289
	Waddell & Reed Financial Inc	5,425.000 shares	171,171	188,899
	Warnaco Group Inc	2,660.000 shares	142,653	190,376
	Waters Corp	3,100 shares	135,565	270,072
	Wellcare Health Plans Inc	2,535.000 shares	158,225	123,429
	Wells Fargo & Co	11,850 shares	366,938	405,033
	Western Alliance Bancorporation	16,915.000 shares	143,671	178,115
	Whirlpool Corp	1,250.000 shares	106,535	127,188
	Wintrust Finl	2,850.000 shares	99,566	104,595
	Wyndham Worldwide Corp	7,265.000 shares	343,811	386,571
	Zions Bancorporation	14,405.000 shares	285,203	308,267
	Arch Cap Group Ltd	8,025.000 shares of foreign stock	306,628	353,261
	Accenture PLC	8,300.000 shares of Cl A foreign stock	242,652	551,950
	Covidien PLC	6,500.000 shares of foreign stock	311,063	375,310
	Herbalife LTD	4,200.000 shares of foreign stock	158,576	138,348
	Check Point Software Tech Ltd	6,700.000 shares of foreign stock	252,748	319,188
	Chicago Bridge Iron Ny Shs	9,400.000 shares of foreign stock	390,318	435,690
	Kodiak Oil & Gas Corp	18,766.000 shares of foreign stock	179,325	166,079
	Schlumberger Ltd	7,300.000 shares of foreign stock	568,234	505,880
	<u>Employer Common Stock</u>			
	Esterline Technologies Corp	4,675.000 shares	299,757	297,377
	<u>Common/Collective Trusts</u>			
	Bernstein	International Equity; 279,271.991 shares	7,829,243	7,376,495
	McKinley Capital	Intl Gr LP; 725,761.198 shares	10,028,455	7,978,276
	Wellington Trust Company	Mid-Cap Growth Cif; 1,596,889.259 shares	10,695,461	19,577,862
	GSCT	Long Duration Plus Fi Fun; 2,452,351.660 shares	31,414,625	43,529,242
	<u>Mutual Funds (RICs)</u>			
	Pimco	Long Duration Total Return Fund; 2,743,046.3960 shs	29,782,260	33,108,570
	Dodge & Cox	Index Stock Fund F; 175,658.973 shares	19,426,309	21,412,829
	Vanguard	Institutional Index Fund; 318,002.483 shares	30,442,957	41,505,684
	GRAND TOTAL		181,765,562	221,857,002

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Esterline Technologies
EIN/PN	13-2595091/004
Plan Name	Esterline Technologies Retirement Plan
Valuation Date	January 1, 2012
Enrolled Actuary	Linda C. Eckholm
Enrollment Number	11-05358

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

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

Plan Name:	Esterline Technologies Retirement Plan
EIN / PN:	13-2595091 / 004
Plan Sponsor:	Esterline Technologies
Valuation Date:	January 1, 2012

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Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2012

See Appendix A for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Age	Retirement	Retirements	Participants	Average Age
			100,000	
55	10.00%	10,000	90,000	550,000
56	10.00%	9,000	81,000	504,000
57	10.00%	8,100	72,900	461,700
58	10.00%	7,290	65,610	422,820
59	10.00%	6,561	59,049	387,099
60	12.50%	7,381	51,668	442,868
61	15.00%	7,750	43,918	472,761
62	30.00%	13,175	30,742	816,869
63	25.00%	7,686	23,057	484,193
64	25.00%	5,764	17,293	368,909
65	50.00%	8,646	8,646	562,009
66	50.00%	4,323	4,323	285,328
67	50.00%	2,162	2,162	144,825
68	50.00%	1,081	1,081	73,494
69	50.00%	540	540	37,287
70	100.00%	540	0	37,828

Esterline Weighted Average Age **60.5199**
Number of Esterline Active Participants **1,938**

Age	Leach Rate of Retirement	Number of Retirements	Number of Remaining Participants	Weighted Average Age
			100,000	
55	5.00%	5,000	95,000	275,000
56	5.00%	4,750	90,250	266,000
57	5.00%	4,513	85,738	257,213
58	5.00%	4,287	81,451	248,639
59	5.00%	4,073	77,378	240,279
60	5.00%	3,869	73,509	232,134
61	5.00%	3,675	69,834	224,203
62	15.00%	10,475	59,359	649,454
63	5.00%	2,968	56,391	186,980
64	5.00%	2,820	53,571	180,450
65	75.00%	40,178	13,393	2,611,596
66	30.00%	4,018	9,375	265,177
67	30.00%	2,812	6,562	188,437
68	40.00%	2,625	3,937	178,499
69	65.00%	2,559	1,378	176,596
70	100.00%	1,378	0	96,468

Leach Weighted Average Age **62.7713**
Number of Leach Active Participants **230**

Total Weighted Average Age **61**

Plan Name: Esterline Technologies Retirement Plan
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 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2012

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Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2012¹
All Active Participants

Attained Age	Years of Vesting 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 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		38	34,242	1		0		0		0		0		0		0		0	
25 - 29	11		74	41,707	45	44,534	1		0		0		0		0		0		0	
30 - 34	10		58	51,392	60	53,255	13		1		0		0		0		0		0	
35 - 39	12		56	57,016	73	51,495	41	55,152	2		0		0		0		0		0	
40 - 44	9		71	57,791	81	60,627	46	60,662	30	66,076	13		1		0		0		0	
45 - 49	10		66	60,002	89	53,109	59	55,948	49	62,863	32	83,521	12		0		0		0	
50 - 54	19		65	65,440	78	66,629	63	67,615	74	70,325	35	65,104	26	84,505	3		1		0	
55 - 59	13		39	61,174	63	57,935	60	74,720	60	74,984	22	86,079	19		9		3		0	
60 - 64	2		23	76,013	32	84,092	36	61,392	37	68,035	7		13		4		1		1	
65 - 69	0		2		13		9		17		2		2		3		0		1	
70 & Over	0		3		1		6		6		0		0		0		1		0	

¹ Only includes active employees from the Esterline sub-plan, since Leach is a frozen sub-plan.

Plan Name: Esterline Technologies Retirement Plan
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 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2012

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2012²
Active Participants with Cash Balance

Attained Age	Years of Vesting 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 & Over	
	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB
Under 25	0		38	1,143	1		0		0		0		0		0		0		0	
25 – 29	9		74	1,697	45	4,496	1		0		0		0		0		0		0	
30 – 34	9		58	3,433	59	8,120	11		1		0		0		0		0		0	
35 - 39	10		56	4,366	72	9,884	32	13,663	2		0		0		0		0		0	
40 - 44	8		70	5,826	81	13,070	39	17,667	25	19,972	12		1		0		0		0	
45 - 49	8		64	6,312	89	14,434	45	17,800	23	22,554	22	22,795	8		0		0		0	
50 - 54	17		65	8,569	75	19,416	47	23,448	25	30,154	31	24,412	19		3		1		0	
55 - 59	9		39	9,206	63	19,549	35	28,417	15		8		12		9		3		0	
60 - 64	1		23	8,945	31	31,140	18		6		5		8		4		1		1	
65 - 69	0		2		11		2		5		1		2		2		0		1	
70 & Over	0		3		1		0		2		0		0		0		1		0	

² Only includes active employees from the Esterline sub-plan with a cash balance account.

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 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2012

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Schedule SB, Part V Statement of 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 | 6.95% | 5.40% |
| ● ASC 960 discount rate | 7.50% | 7.50% |

MAP-21 requires that rates not reflecting corridors be used for purposes of determining the deductible limit; for simplicity, the corridors have been reflected in Section 2.5: Calculation of estimated maximum deductible contribution, which produces a smaller deductible limit than the actual deductible limit.

Annual rates of increase

- | | |
|-------------------------------------|--|
| ● Compensation Increases: | |
| – Esterline sub-plan | Compensation is assumed to increase 4.50% per annum. |
| – Leach sub-plan | Not applicable. |
| ● Future Social Security wage bases | |
| – Esterline sub-plan | The National Average Wage Index is assumed to increase 4.00% per annum |
| – Leach sub-plan | Not applicable. |
| ● Statutory limits on compensation | Accrued benefits projected to be paid in future years are |

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limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Plan Related Expenses

The amount included this year for administrative expenses is \$50,000 which is the average of the actual administrative expenses in the prior two years rounded to the nearest \$10,000.

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

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

Mortality

- **Healthy** For all participants: The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.
- **Disabled** None.

Termination Rates varying by age and sub-plan

Representative Termination Rates

Percentage leaving during the year		
Attained Age	Esterline sub-plan	Leach sub-plan
20	19.0	24.9
25	16.5	24.2
30	14.0	23.3
35	12.0	21.8
40	10.0	19.4
45	8.0	15.9
50	7.0	10.6
55	6.0	3.9
60	3.0	3.7
61-75	2.4	0.0

Disability Rates of disability assumed to be included in the termination rates

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Retirement

Rates varying by age and sub-plan.

Esterline sub-plan

Percentage retiring during the year	
Age	Males and Females
55-59	10.0
60	12.5
61	15.0
62	30.0
63	25.0
64	25.0
65-69	50.0
70	100.0

Leach Sub-plan

Percentage retiring during the year	
Age	Males and Females
55-61	5.0
62	15.0
63-64	5.0
65	75.0
66-67	30.0
68	40.0
69	65.0
70	100.0

It is assumed that all participants with deferred benefits will commence benefits upon reaching age 65, or current age if later.

Benefit commencement date:

- Preretirement death benefit
If the participant had more than 10 years of vesting service, the later of the death of the active participant or the date the participant would have attained age 55. If the participant had less than 10 but more than 5 years of vesting service, the date the participant would have attained age 65.
- Deferred vested benefit
The later of age 65 or termination of employment, for both actives and current vested terminated participants.
- Retirement benefit
Upon becoming eligible for retirement, based on decrements.

Form of payment

Participants in the final average pay formula and in the Leach sub-plan are assumed to elect the normal form, while participants in the cash balance formula are assumed to elect the lump sum option. The final average pay benefit is assumed to be net of employee contributions.

Percent married

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married.

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Spouse age	Male spouses are assumed to be 3 years older than female spouses.
Covered pay	
● Esterline sub-plan	Plan compensation is equal to the maximum of the prior year's pay and the annual rate of pay as of the valuation date.
● Leach sub-plan	Not applicable.
At-risk assumptions	For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is usually the normal form of payment.
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 benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year.) 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 the 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 significant bias to produce an actuarial value of assets that is below the market value of assets.

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Benefits not valued

All benefits described in the Plan Provisions section of this report were valued.

The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lumps sums are not explicitly valued as such; rather such participants benefits are valued using the benefit choice assumptions described above.

Employee contributions for active participants are excluded from both the liability and the assets used in the valuation

Change in assumptions and methods since prior valuation

Under the Pension Protection Act of 2006, the following assumption changes were made:

- The interest rates to determine the funding target liability are based on the three-segment interest rates from September 2010. For the January 2012 valuation, the three-segment rates are 5.54% for the first 5 years, 6.85% for years 6 through 20 and 7.52% thereafter. For the January 2010 valuation, the three-segment interest rates from January 2011 was used. The three-segment rates were 3.78% for the first 5 years, 6.31% for years 6 through 20 and 6.57% thereafter.
- The mortality tables used to determine funding target liability are the prescribed 2012 Annuitant and Non-Annuitant tables for males and females. For the January 1, 2011 valuation, the prescribed 2010 Annuitant and Non-Annuitant tables for males and females were used.

Other than the prescribed change to the mortality tables, the following additional assumption changes were made:

- The ASC 960 discount rate was decreased to 7.50% from 8.00%

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Schedule SB, Part V

Summary of Principal Plan Provisions

Esterline Sub-Plan

Plan Provisions

The most recent amendment reflected in the following plan provisions was effective January 1, 2012.

Coverage and Participation	Any full-time salaried or office hourly employee is eligible to become a participant on the first of January or July coincident with or next following the later of completion of one-half year of service with a covered employer and attainment of age 25 or one year of service with a covered employer and attainment of age 21, provided that he or she agrees to make mandatory contributions to the Voluntary Savings Plan (VSP). Effective July 1, 1995, all participants formerly covered by the Master Hourly Plan, with the exception of hourly employees of Hytek Finishes Company, began accruing benefits under the Retirement Plan benefit formula. Employees hired after January 1, 2003 will earn benefits under a cash balance benefit formula, and are not required to make mandatory contributions to the VSP.
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Definitions

Vesting service	A year of service is 12 consecutive months of employment with the employer.
Credited service	A year of service is 12 consecutive months of employment with the employer.
Pensionable pay	Compensation for benefit purposes includes W-2 compensation paid by the employer to the employee including overtime pay and bonuses and pre-tax deferrals to the VSP, but excluding living allowances and moving expenses.
Average earnings	Benefits are based on the five-year average of annual compensation paid either in the last 60 months of employment prior to normal retirement or the five consecutive calendar years producing the highest such average. (Basic pay for former Esterline Corporation Plan participants is their Base Rate of Pay for their final five years of employment.)
Normal retirement date (NRD)	The normal retirement date for any participant shall be the first day of the month preceding the attainment of age 65 with five years of service.

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Monthly pension benefit

Benefit Formula – Final Average Pay

A participant as of December 1, 1980 will be eligible to receive a benefit at the Normal Retirement Date equal to the greater of (a) or (b) as shown below. An employee who becomes a participant on or after January 1, 1981 will be eligible to receive a benefit determined under (b) at the Normal Retirement Date.

- (a) is equal to the sum of annual benefit accruals. For each year of plan participation, a participant earns a benefit accrual equal to 1% of total compensation (excluding living allowances and expense reimbursements) for that year, plus 1.4% of compensation in excess of the Social Security Taxable Wage Base.
- (b) is equal to the difference between (i) and (ii), where (i) equals 1.6% multiplied by years of “credited service” (not to exceed 30), multiplied by highest 60 consecutive months of average compensation; and (ii) equals 1.6% multiplied by years of credited service (not to exceed 30), multiplied by the Primary Social Security Benefit.

Benefit Formula – Cash Balance

Benefits accrued under the final average pay (FAP) portion of the plan before January 1, 2003 will not increase if the former FAP participant made a one-time election to switch to the Cash Balance formula of the Plan. They will be adjusted for age at benefit commencement and for form of payment and will be added to the benefit payable under the cash balance portion of the plan.

At the end of each plan year, participants receive pay credits based on the following:

Age	% of Pay
21-24	2.00%
25-29	2.25%
30-39	3.00%
40-49	4.00%
50-59	5.00%
60 and older	6.00%

Participants receive an additional pay credit equal to 2% of pay in excess of the Social Security Wage Base.

Cash Balance accounts earn interest each year based on the highest of various US Treasury Rates and the Consumer Price Index, all as described in IRS Notice 96-8.

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Monthly preretirement death benefit

Participants who are vested and married (for at least one year) at the time of death will receive a survivor benefit from this plan.

- ▶ Death before age 55: spouse receives the survivor benefit as if the participant had retired on the day before death and elected a 50% joint and survivor spouse annuity.
- ▶ Death after age 55: spouse receives the survivor benefit as if the participant had retired on the day before death and elected a 100% joint and survivor annuity.

Eligibility for Benefits

Normal retirement

Retirement on NRD

Early retirement

An early retirement date is permitted provided the participant's attained age plus years of service is equal to 65 or more with five years of service.

Postponed retirement

Retirement after NRD

Vested termination

Termination for reasons other than death or retirement after completing five years of vesting service for FAP participants and three years of service for cash balance participants.

Disability

Permanent and total disability prior to NRD, and participant has either been waived under Esterline's Life Insurance or is receiving a Social Security disability benefit

Preretirement death benefit

Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse/registered domestic partner.

Benefits Paid Upon the Following Events

Normal retirement

Monthly pension benefit payable as a reduced 50% Joint and Survivor benefit (if married or have a registered domestic partner) or a life annuity benefit (if single), unless the participant elected otherwise.

Early retirement

A participant is eligible to receive at Normal Retirement Date a benefit equal to the annual benefit accruals earned for all years of participation in the plan. He or she may elect to commence reduced benefit payments prior to Normal Retirement Date, with the reduction based on age at the time of benefit commencement. The actual percentage reductions are as follows:

- For each of first five years before age 65, 6-2/3% per year;
- For each of next five years before age 60, 3-1/3% per year;
- For each of next five years before age 55, 3% per year;

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- For each year before age 50, 2% per year.

Postponed retirement

Greater of:

- Accrued Benefit: Monthly pension benefit determined as of actual retirement date, based on years of service and earnings through the actual retirement date.
- Actuarial Equivalent: The actuarial equivalent of the benefit the participant would have received if actual retirement date had been the later of NRD or the last day of the previous plan year.

Vested termination

If a participant terminates employment for any reason other than death or retirement under the plan, and

- If the participant has fewer than five years of vested service and a FAP benefit, he or she will receive only his or her accumulated mandatory contributions with interest;
- If the participant has at least five years of vested service and a FAP benefit, he or she may elect to receive either:
 - A return of mandatory contributions accumulated, with interest, plus a reduced benefit, or
 - The accrued benefit, to commence in full at the Normal Retirement Date, or on a reduced basis at any time after becoming eligible for Early Retirement.
- If participant has at least three years of vesting service and a cash balance benefit, he or she may elect either
 - accumulated balance of cash balance or
 - equivalent annuity

Preretirement death

Monthly preretirement death benefit

Other Plan Provisions

Forms of payment

A participant may elect to receive an actuarially equivalent optional benefit in one of the following forms:

- Life annuity;
- 50%, 75% or 100% joint and survivor benefit; or
- 5-, 10- or 15-year certain and life benefit.
- Cash balance is available as a lump sum.

Pension Increases

None

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Plan participants' contributions Participants who remain in the final average pay portion of the plan are required to make contributions equal to 1% of compensation. Effective January 1, 1985, participant 1% contributions were made to the VSP on a pre-tax basis. Effective January 1, 1989, participant contributions were made to the VSP on an after-tax basis.

Employee contributions are neither required nor allowed for those accruing benefits under the cash balance portion of the plan.

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. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

The following changes to plan provision have been made since the prior year:

- Effective January 1, 2012, the cash balance pay credit for ages 25-29 increased from 2.00% to 2.25%.
- Effective January 1, 2012, the cash balance interest credits are based on CPI-U plus the associated margin as described in IRS Notice 96-8.

There have been no other changes in benefits valued since the prior year.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Leach Sub-Plan

Plan Provisions

Coverage and Participation All hourly and salaried employees are covered. Participation begins on the date of becoming a covered employee and attaining age 21, but not later than December 31, 2003.

Definitions

Vesting service One year for each year of employment with over 1,000 hours.

Pension service Years and months of service from participation date. Pension service was frozen as of December 31, 2003.

Pensionable pay Total pay includes regular pay, bonuses and all forms of special pay. It does not include employer contributions to welfare or retirement plans, reimbursement of expenses or compensation from exercising nonqualified stock options. Pay was frozen as of December 31, 2003. Average Final Compensation is the average monthly compensation of the highest five consecutive calendar years of pensionable pay during ten-year period ending on the participant's termination date or retirement date.

Average earnings Average final pay is the lesser of (i) and (ii) below:

- (i) The average of the three full consecutive plan years of compensation (limited to the Social Security Wage Base) ending coincident with or prior to the participant's termination date or retirement date.
- (ii) The participant's Covered Compensation.

Normal retirement date (NRD) The normal retirement date for any participant shall be the first day of the month preceding the attainment of age 65 with five years of service.

Monthly pension benefit formula

- (a) is equal to the larger of (i) and (ii), where (i) equals 1.6290% of Average Final Compensation less 0.5857% of Average Final Pay, multiplied by pension service limited to 35 years; and (ii) equals amount a participant would have received under the "Restated Retirement Plan for Bargaining Employees of Leach Corporation" had they retired under that plan with at least 15 years of service.
- (b) For any participant who transferred from the Bargaining Plan in connection with the October 23, 1991, is equal to the sum of (i) and (ii), where (i) equals benefits for pre-October 23, 1991 service based on the provisions of the former Bargaining Plan; and (ii) equals benefits for post-October 23, 1991 based on the provisions of this Plan.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

- (c) Transfer from the Bargaining Plan prior to the October 23, 1991 merger: (i) transfers prior to July 1, 1990 - benefits are determined based on this plan for all service, reduced for benefits earned under the Bargaining Plan; (ii) transfer on or after July 1, 1990 - benefits are determined based on this plan for service from transfer date. Benefits were frozen as of December 31, 2003.

Monthly preretirement death 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.
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Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing ten years of service.
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Disability	Disability prior to NRD
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse/registered domestic partner.

Benefits Paid Upon the Following Events

Normal retirement	The normal form of benefit payment (i.e., the form payable unless the participant elected otherwise) is a reduced 50% joint and survivor benefit (if married or have a resitered domestic partner) or a life annuity benefit (if single).
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 0.41% for each month of payment before age 65. Accrued benefits under the former Bargaining Plan are reduced 0.50% per month of payment before age 65 for those who became participants of this plan by virtue of the October 23, 1991 merger.
Postponed retirement	Monthly pension benefit determined as of actual retirement date, actuarially adjusted to account for payment after NRD.
Vested termination	Monthly pension benefit determined as of termination date, unreduced at age 65 or reduced prior to age 65.
Disablement	Monthly pension benefit, including accruals to NRD assuming constant pay. Benefit is payable at NRD, or earlier if requirements for early retirement are satisfied. Since Plan was frozen on 12/31/03 – no disability provisions are applicable now.

Plan Name:	Esterline Technologies Retirement Plan
EIN / PN:	13-2595091 / 004
Plan Sponsor:	Esterline Technologies
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Preretirement death Monthly preretirement death benefit.

Other Plan Provisions

Forms of payment A participant may elect to receive an actuarially equivalent optional benefit in one of the following forms:

- Life annuity;
- 50%, 66-2/3%, or 100% joint and survivor benefit or
- 5-, 10- or 15-year certain and life annuity.

Pension Increases None

Plan participants' contributions 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. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2012

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>Esterline Technologies Retirement Plan</u>	B Three-digit plan number (PN) ► <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>Esterline Technologies Corporation</u>	D Employer Identification Number (EIN) <u>13-2595091</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>1</u> Day <u>1</u> Year <u>2012</u>		
2	Assets:		
	a Market value	2a	203,570,523
	b Actuarial value	2b	202,357,434
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a	1,944
	b For terminated vested participants.....	3b	1,272
	c For active participants:		
	(1) Non-vested benefits	3c(1)	1,230,530
	(2) Vested benefits	3c(2)	58,623,834
	(3) Total active.....	3c(3)	2,168
	d Total.....	3d	5,384
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	6.95 %
6	Target normal cost	6	4,744,076

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>Linda C. Eckholm</u> Signature of actuary	<u>09/27/2013</u> Date
	<u>Linda C. Eckholm</u> Type or print name of actuary	<u>11-05358</u> Most recent enrollment number
	<u>Towers Watson Delaware, Inc</u> Firm name	<u>(206) 625-1125</u> Telephone number (including area code)
	<u>600 University Street, Ste 3100</u> <u>Seattle</u> <u>WA 98101</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 ☐

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)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>4.61</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		7,158,043
b Interest on (a) using prior year's effective interest rate of <u>6.23</u> % except as otherwise provided (see instructions)		445,946
c Total available at beginning of current plan year to add to prefunding balance		7,603,989
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages

14 Funding target attainment percentage	14	107.90 %
15 Adjusted funding target attainment percentage	15	107.90 %
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	90.19 %
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
04/13/2012	2,200,000		07/12/2013	5,000,000	
07/13/2012	2,200,000				
11/30/2012	2,500,000				
01/31/2013	2,500,000				
03/28/2013	2,500,000				
05/30/2013	2,500,000				
Totals ▶			18(b)	19,400,000	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 18,041,778

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 61
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	4,744,076
b Excess assets, if applicable, but not greater than line 31a		31b	4,744,076
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	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..		34	0
	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	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	18,041,778	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	18,041,778
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 SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Esterline Technologies
EIN/PN	13-2595091/004
Plan Name	Esterline Technologies Retirement Plan
Valuation Date	January 1, 2012
Enrolled Actuary	Linda C. Eckholm
Enrollment Number	11-05358

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

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

Plan Name:	Esterline Technologies Retirement Plan
EIN / PN:	13-2595091 / 004
Plan Sponsor:	Esterline Technologies
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V

Summary of Principal Plan Provisions

Esterline Sub-Plan

Plan Provisions

The most recent amendment reflected in the following plan provisions was effective January 1, 2012.

Coverage and Participation	Any full-time salaried or office hourly employee is eligible to become a participant on the first of January or July coincident with or next following the later of completion of one-half year of service with a covered employer and attainment of age 25 or one year of service with a covered employer and attainment of age 21, provided that he or she agrees to make mandatory contributions to the Voluntary Savings Plan (VSP). Effective July 1, 1995, all participants formerly covered by the Master Hourly Plan, with the exception of hourly employees of Hytek Finishes Company, began accruing benefits under the Retirement Plan benefit formula. Employees hired after January 1, 2003 will earn benefits under a cash balance benefit formula, and are not required to make mandatory contributions to the VSP.
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Definitions

Vesting service	A year of service is 12 consecutive months of employment with the employer.
Credited service	A year of service is 12 consecutive months of employment with the employer.
Pensionable pay	Compensation for benefit purposes includes W-2 compensation paid by the employer to the employee including overtime pay and bonuses and pre-tax deferrals to the VSP, but excluding living allowances and moving expenses.
Average earnings	Benefits are based on the five-year average of annual compensation paid either in the last 60 months of employment prior to normal retirement or the five consecutive calendar years producing the highest such average. (Basic pay for former Esterline Corporation Plan participants is their Base Rate of Pay for their final five years of employment.)
Normal retirement date (NRD)	The normal retirement date for any participant shall be the first day of the month preceding the attainment of age 65 with five years of service.

Plan Name:	Esterline Technologies Retirement Plan
EIN / PN:	13-2595091 / 004
Plan Sponsor:	Esterline Technologies
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Monthly pension benefit

Benefit Formula – Final Average Pay

A participant as of December 1, 1980 will be eligible to receive a benefit at the Normal Retirement Date equal to the greater of (a) or (b) as shown below. An employee who becomes a participant on or after January 1, 1981 will be eligible to receive a benefit determined under (b) at the Normal Retirement Date.

- (a) is equal to the sum of annual benefit accruals. For each year of plan participation, a participant earns a benefit accrual equal to 1% of total compensation (excluding living allowances and expense reimbursements) for that year, plus 1.4% of compensation in excess of the Social Security Taxable Wage Base.
- (b) is equal to the difference between (i) and (ii), where (i) equals 1.6% multiplied by years of “credited service” (not to exceed 30), multiplied by highest 60 consecutive months of average compensation; and (ii) equals 1.6% multiplied by years of credited service (not to exceed 30), multiplied by the Primary Social Security Benefit.

Benefit Formula – Cash Balance

Benefits accrued under the final average pay (FAP) portion of the plan before January 1, 2003 will not increase if the former FAP participant made a one-time election to switch to the Cash Balance formula of the Plan. They will be adjusted for age at benefit commencement and for form of payment and will be added to the benefit payable under the cash balance portion of the plan.

At the end of each plan year, participants receive pay credits based on the following:

Age	% of Pay
21-24	2.00%
25-29	2.25%
30-39	3.00%
40-49	4.00%
50-59	5.00%
60 and older	6.00%

Participants receive an additional pay credit equal to 2% of pay in excess of the Social Security Wage Base.

Cash Balance accounts earn interest each year based on the highest of various US Treasury Rates and the Consumer Price Index, all as described in IRS Notice 96-8.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Monthly preretirement death benefit

Participants who are vested and married (for at least one year) at the time of death will receive a survivor benefit from this plan.

- ▶ Death before age 55: spouse receives the survivor benefit as if the participant had retired on the day before death and elected a 50% joint and survivor spouse annuity.
- ▶ Death after age 55: spouse receives the survivor benefit as if the participant had retired on the day before death and elected a 100% joint and survivor annuity.

Eligibility for Benefits

Normal retirement

Retirement on NRD

Early retirement

An early retirement date is permitted provided the participant's attained age plus years of service is equal to 65 or more with five years of service.

Postponed retirement

Retirement after NRD

Vested termination

Termination for reasons other than death or retirement after completing five years of vesting service for FAP participants and three years of service for cash balance participants.

Disability

Permanent and total disability prior to NRD, and participant has either been waived under Esterline's Life Insurance or is receiving a Social Security disability benefit

Preretirement death benefit

Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse/registered domestic partner.

Benefits Paid Upon the Following Events

Normal retirement

Monthly pension benefit payable as a reduced 50% Joint and Survivor benefit (if married or have a registered domestic partner) or a life annuity benefit (if single), unless the participant elected otherwise.

Early retirement

A participant is eligible to receive at Normal Retirement Date a benefit equal to the annual benefit accruals earned for all years of participation in the plan. He or she may elect to commence reduced benefit payments prior to Normal Retirement Date, with the reduction based on age at the time of benefit commencement. The actual percentage reductions are as follows:

- For each of first five years before age 65, 6-2/3% per year;
- For each of next five years before age 60, 3-1/3% per year;
- For each of next five years before age 55, 3% per year;

Plan Name: Esterline Technologies Retirement Plan
 EIN / PN: 13-2595091 / 004
 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

- For each year before age 50, 2% per year.

Postponed retirement

Greater of:

- Accrued Benefit: Monthly pension benefit determined as of actual retirement date, based on years of service and earnings through the actual retirement date.
- Actuarial Equivalent: The actuarial equivalent of the benefit the participant would have received if actual retirement date had been the later of NRD or the last day of the previous plan year.

Vested termination

If a participant terminates employment for any reason other than death or retirement under the plan, and

- If the participant has fewer than five years of vested service and a FAP benefit, he or she will receive only his or her accumulated mandatory contributions with interest;
- If the participant has at least five years of vested service and a FAP benefit, he or she may elect to receive either:
 - A return of mandatory contributions accumulated, with interest, plus a reduced benefit, or
 - The accrued benefit, to commence in full at the Normal Retirement Date, or on a reduced basis at any time after becoming eligible for Early Retirement.
- If participant has at least three years of vesting service and a cash balance benefit, he or she may elect either
 - accumulated balance of cash balance or
 - equivalent annuity

Preretirement death

Monthly preretirement death benefit

Other Plan Provisions

Forms of payment

A participant may elect to receive an actuarially equivalent optional benefit in one of the following forms:

- Life annuity;
- 50%, 75% or 100% joint and survivor benefit; or
- 5-, 10- or 15-year certain and life benefit.
- Cash balance is available as a lump sum.

Pension Increases

None

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Plan participants' contributions Participants who remain in the final average pay portion of the plan are required to make contributions equal to 1% of compensation. Effective January 1, 1985, participant 1% contributions were made to the VSP on a pre-tax basis. Effective January 1, 1989, participant contributions were made to the VSP on an after-tax basis.

Employee contributions are neither required nor allowed for those accruing benefits under the cash balance portion of the plan.

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. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

The following changes to plan provision have been made since the prior year:

- Effective January 1, 2012, the cash balance pay credit for ages 25-29 increased from 2.00% to 2.25%.
- Effective January 1, 2012, the cash balance interest credits are based on CPI-U plus the associated margin as described in IRS Notice 96-8.

There have been no other changes in benefits valued since the prior year.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Leach Sub-Plan

Plan Provisions

Coverage and Participation All hourly and salaried employees are covered. Participation begins on the date of becoming a covered employee and attaining age 21, but not later than December 31, 2003.

Definitions

Vesting service One year for each year of employment with over 1,000 hours.

Pension service Years and months of service from participation date. Pension service was frozen as of December 31, 2003.

Pensionable pay Total pay includes regular pay, bonuses and all forms of special pay. It does not include employer contributions to welfare or retirement plans, reimbursement of expenses or compensation from exercising nonqualified stock options. Pay was frozen as of December 31, 2003. Average Final Compensation is the average monthly compensation of the highest five consecutive calendar years of pensionable pay during ten-year period ending on the participant's termination date or retirement date.

Average earnings Average final pay is the lesser of (i) and (ii) below:

- (i) The average of the three full consecutive plan years of compensation (limited to the Social Security Wage Base) ending coincident with or prior to the participant's termination date or retirement date.
- (ii) The participant's Covered Compensation.

Normal retirement date (NRD) The normal retirement date for any participant shall be the first day of the month preceding the attainment of age 65 with five years of service.

Monthly pension benefit formula

- (a) is equal to the larger of (i) and (ii), where (i) equals 1.6290% of Average Final Compensation less 0.5857% of Average Final Pay, multiplied by pension service limited to 35 years; and (ii) equals amount a participant would have received under the "Restated Retirement Plan for Bargaining Employees of Leach Corporation" had they retired under that plan with at least 15 years of service.
- (b) For any participant who transferred from the Bargaining Plan in connection with the October 23, 1991, is equal to the sum of (i) and (ii), where (i) equals benefits for pre-October 23, 1991 service based on the provisions of the former Bargaining Plan; and (ii) equals benefits for post-October 23, 1991 based on the provisions of this Plan.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

- (c) Transfer from the Bargaining Plan prior to the October 23, 1991 merger: (i) transfers prior to July 1, 1990 - benefits are determined based on this plan for all service, reduced for benefits earned under the Bargaining Plan; (ii) transfer on or after July 1, 1990 - benefits are determined based on this plan for service from transfer date. Benefits were frozen as of December 31, 2003.

Monthly preretirement death 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.
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Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Retirement before NRD and on or after both attaining age 55 and completing ten years of service.
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Disability	Disability prior to NRD
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse/registered domestic partner.

Benefits Paid Upon the Following Events

Normal retirement	The normal form of benefit payment (i.e., the form payable unless the participant elected otherwise) is a reduced 50% joint and survivor benefit (if married or have a resitered domestic partner) or a life annuity benefit (if single).
Early retirement	Monthly pension benefit determined as of early retirement date, reduced 0.41% for each month of payment before age 65. Accrued benefits under the former Bargaining Plan are reduced 0.50% per month of payment before age 65 for those who became participants of this plan by virtue of the October 23, 1991 merger.
Postponed retirement	Monthly pension benefit determined as of actual retirement date, actuarially adjusted to account for payment after NRD.
Vested termination	Monthly pension benefit determined as of termination date, unreduced at age 65 or reduced prior to age 65.
Disablement	Monthly pension benefit, including accruals to NRD assuming constant pay. Benefit is payable at NRD, or earlier if requirements for early retirement are satisfied. Since Plan was frozen on 12/31/03 – no disability provisions are applicable now.

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Preretirement death Monthly preretirement death benefit.

Other Plan Provisions

Forms of payment A participant may elect to receive an actuarially equivalent optional benefit in one of the following forms:

- Life annuity;
- 50%, 66-2/3%, or 100% joint and survivor benefit or
- 5-, 10- or 15-year certain and life annuity.

Pension Increases None

Plan participants' contributions 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. Increases in the dollar limits are assumed for determining pension cost but not for determining contributions.

Future Plan Changes

No future plan changes were recognized in determining pension cost or in determining minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year

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Schedule SB, Part V Statement of 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 | 6.95% | 5.40% |
| • ASC 960 discount rate | 7.50% | 7.50% |

MAP-21 requires that rates not reflecting corridors be used for purposes of determining the deductible limit; for simplicity, the corridors have been reflected in Section 2.5: Calculation of estimated maximum deductible contribution, which produces a smaller deductible limit than the actual deductible limit.

Annual rates of increase

- | | |
|-------------------------------------|--|
| • Compensation Increases: | |
| – Esterline sub-plan | Compensation is assumed to increase 4.50% per annum. |
| – Leach sub-plan | Not applicable. |
| • Future Social Security wage bases | |
| – Esterline sub-plan | The National Average Wage Index is assumed to increase 4.00% per annum |
| – Leach sub-plan | Not applicable. |
| • Statutory limits on compensation | Accrued benefits projected to be paid in future years are |

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limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Plan Related Expenses

The amount included this year for administrative expenses is \$50,000 which is the average of the actual administrative expenses in the prior two years rounded to the nearest \$10,000.

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

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

Mortality

- **Healthy** For all participants: The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.
- **Disabled** None.

Termination Rates varying by age and sub-plan

Representative Termination Rates

Percentage leaving during the year		
Attained Age	Esterline sub-plan	Leach sub-plan
20	19.0	24.9
25	16.5	24.2
30	14.0	23.3
35	12.0	21.8
40	10.0	19.4
45	8.0	15.9
50	7.0	10.6
55	6.0	3.9
60	3.0	3.7
61-75	2.4	0.0

Disability Rates of disability assumed to be included in the termination rates

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Retirement

Rates varying by age and sub-plan.

Esterline sub-plan

Percentage retiring during the year	
Age	Males and Females
55-59	10.0
60	12.5
61	15.0
62	30.0
63	25.0
64	25.0
65-69	50.0
70	100.0

Leach Sub-plan

Percentage retiring during the year	
Age	Males and Females
55-61	5.0
62	15.0
63-64	5.0
65	75.0
66-67	30.0
68	40.0
69	65.0
70	100.0

It is assumed that all participants with deferred benefits will commence benefits upon reaching age 65, or current age if later.

Benefit commencement date:

- Preretirement death benefit
If the participant had more than 10 years of vesting service, the later of the death of the active participant or the date the participant would have attained age 55. If the participant had less than 10 but more than 5 years of vesting service, the date the participant would have attained age 65.
- Deferred vested benefit
The later of age 65 or termination of employment, for both actives and current vested terminated participants.
- Retirement benefit
Upon becoming eligible for retirement, based on decrements.

Form of payment

Participants in the final average pay formula and in the Leach sub-plan are assumed to elect the normal form, while participants in the cash balance formula are assumed to elect the lump sum option. The final average pay benefit is assumed to be net of employee contributions.

Percent married

For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married.

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Spouse age	Male spouses are assumed to be 3 years older than female spouses.
Covered pay	
● Esterline sub-plan	Plan compensation is equal to the maximum of the prior year's pay and the annual rate of pay as of the valuation date.
● Leach sub-plan	Not applicable.
At-risk assumptions	For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is usually the normal form of payment.
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 benefits
Target normal cost	Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.
Actuarial value of assets	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2011 plan year.) 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 the 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 significant bias to produce an actuarial value of assets that is below the market value of assets.

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Benefits not valued

All benefits described in the Plan Provisions section of this report were valued.

The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lumps sums are not explicitly valued as such; rather such participants benefits are valued using the benefit choice assumptions described above.

Employee contributions for active participants are excluded from both the liability and the assets used in the valuation

Change in assumptions and methods since prior valuation

Under the Pension Protection Act of 2006, the following assumption changes were made:

- The interest rates to determine the funding target liability are based on the three-segment interest rates from September 2010. For the January 2012 valuation, the three-segment rates are 5.54% for the first 5 years, 6.85% for years 6 through 20 and 7.52% thereafter. For the January 2010 valuation, the three-segment interest rates from January 2011 was used. The three-segment rates were 3.78% for the first 5 years, 6.31% for years 6 through 20 and 6.57% thereafter.
- The mortality tables used to determine funding target liability are the prescribed 2012 Annuitant and Non-Annuitant tables for males and females. For the January 1, 2011 valuation, the prescribed 2010 Annuitant and Non-Annuitant tables for males and females were used.

Other than the prescribed change to the mortality tables, the following additional assumption changes were made:

- The ASC 960 discount rate was decreased to 7.50% from 8.00%

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Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2012¹
All Active Participants

Attained Age	Years of Vesting 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 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	0		38	34,242	1		0		0		0		0		0		0		0	
25 - 29	11		74	41,707	45	44,534	1		0		0		0		0		0		0	
30 - 34	10		58	51,392	60	53,255	13		1		0		0		0		0		0	
35 - 39	12		56	57,016	73	51,495	41	55,152	2		0		0		0		0		0	
40 - 44	9		71	57,791	81	60,627	46	60,662	30	66,076	13		1		0		0		0	
45 - 49	10		66	60,002	89	53,109	59	55,948	49	62,863	32	83,521	12		0		0		0	
50 - 54	19		65	65,440	78	66,629	63	67,615	74	70,325	35	65,104	26	84,505	3		1		0	
55 - 59	13		39	61,174	63	57,935	60	74,720	60	74,984	22	86,079	19		9		3		0	
60 - 64	2		23	76,013	32	84,092	36	61,392	37	68,035	7		13		4		1		1	
65 - 69	0		2		13		9		17		2		2		3		0		1	
70 & Over	0		3		1		6		6		0		0		0		1		0	

¹ Only includes active employees from the Esterline sub-plan, since Leach is a frozen sub-plan.

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Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2012²
Active Participants with Cash Balance

Attained Age	Years of Vesting 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 & Over	
	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB	No.	Avg. CB
Under 25	0		38	1,143	1		0		0		0		0		0		0		0	
25 – 29	9		74	1,697	45	4,496	1		0		0		0		0		0		0	
30 – 34	9		58	3,433	59	8,120	11		1		0		0		0		0		0	
35 - 39	10		56	4,366	72	9,884	32	13,663	2		0		0		0		0		0	
40 - 44	8		70	5,826	81	13,070	39	17,667	25	19,972	12		1		0		0		0	
45 - 49	8		64	6,312	89	14,434	45	17,800	23	22,554	22	22,795	8		0		0		0	
50 - 54	17		65	8,569	75	19,416	47	23,448	25	30,154	31	24,412	19		3		1		0	
55 - 59	9		39	9,206	63	19,549	35	28,417	15		8		12		9		3		0	
60 - 64	1		23	8,945	31	31,140	18		6		5		8		4		1		1	
65 - 69	0		2		11		2		5		1		2		2		0		1	
70 & Over	0		3		1		0		2		0		0		0		1		0	

² Only includes active employees from the Esterline sub-plan with a cash balance account.

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Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2012

See Appendix A for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Age	Retirement	Retirements	Participants	Average Age
			100,000	
55	10.00%	10,000	90,000	550,000
56	10.00%	9,000	81,000	504,000
57	10.00%	8,100	72,900	461,700
58	10.00%	7,290	65,610	422,820
59	10.00%	6,561	59,049	387,099
60	12.50%	7,381	51,668	442,868
61	15.00%	7,750	43,918	472,761
62	30.00%	13,175	30,742	816,869
63	25.00%	7,686	23,057	484,193
64	25.00%	5,764	17,293	368,909
65	50.00%	8,646	8,646	562,009
66	50.00%	4,323	4,323	285,328
67	50.00%	2,162	2,162	144,825
68	50.00%	1,081	1,081	73,494
69	50.00%	540	540	37,287
70	100.00%	540	0	37,828

Esterline Weighted Average Age **60.5199**
Number of Esterline Active Participants **1,938**

Age	Leach Rate of Retirement	Number of Retirements	Number of Remaining Participants	Weighted Average Age
			100,000	
55	5.00%	5,000	95,000	275,000
56	5.00%	4,750	90,250	266,000
57	5.00%	4,513	85,738	257,213
58	5.00%	4,287	81,451	248,639
59	5.00%	4,073	77,378	240,279
60	5.00%	3,869	73,509	232,134
61	5.00%	3,675	69,834	224,203
62	15.00%	10,475	59,359	649,454
63	5.00%	2,968	56,391	186,980
64	5.00%	2,820	53,571	180,450
65	75.00%	40,178	13,393	2,611,596
66	30.00%	4,018	9,375	265,177
67	30.00%	2,812	6,562	188,437
68	40.00%	2,625	3,937	178,499
69	65.00%	2,559	1,378	176,596
70	100.00%	1,378	0	96,468

Leach Weighted Average Age **62.7713**
Number of Leach Active Participants **230**

Total Weighted Average Age **61**

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