

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 VOLUNTARY SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>02/01/1989</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>02/01/1989</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>02/01/1989</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>CITY CENTER BELLEVUE</u> <u>500 108TH AVENUE NE, SUITE 1500</u> <u>BELLEVUE, WA 98004</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>13-2595091</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>425-453-9400</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	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>	
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. Signature of plan administrator	<u>10/14/2013</u> Date	<u>TERESA L. SEBERT</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 5000
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	4523
b Retired or separated participants receiving benefits.....	6b	52
c Other retired or separated participants entitled to future benefits.....	6c	694
d Subtotal. Add lines 6a , 6b , and 6c	6d	5269
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	10
f Total. Add lines 6d and 6e	6f	5279
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	4917
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	122
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2H 2J 2K 2S 2T 3F 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN	B Three-digit plan number (PN) ▶ 002
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)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

23-1945930

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

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 26 37 52 59	NONE	321866	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0
(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.	
DODGE & COX 94-1441976	10 BPS	
(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.	

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 VOLUNTARY SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>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: VANGUARD RETIREMENT SAVINGS TRUST

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

c EIN-PN <u>23-2186884-022</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: VANGUARD RETIREMENT SAVINGS TR III

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

c EIN-PN <u>23-2186884-024</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>54730455</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)
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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
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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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 VOLUNTARY SAVINGS PLAN	B Three-digit plan number (PN) ►	002
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
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	270141	324986
(2) Participant contributions	1b(2)	914983	1144576
(3) Other.....	1b(3)		10729809
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	10481671	11498499
(9) Value of interest in common/collective trusts.....	1c(9)	52144927	54730455
(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)	186209107	221025862
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	250020829	299454187

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	250020829	299454187
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6300949	
(B) Participants	2a(1)(B)	20383168	
(C) Others (including rollovers)	2a(1)(C)	1312617	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		27996734
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	554234	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		554234
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	5055447	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		5055447
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1568968
(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)		21430644
c Other income.....	2c		13895
d Total income. Add all income amounts in column (b) and enter total.....	2d		56619922

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17044250	
(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)		17044250
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		86772
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	296354	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		296354
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		17427376

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		39192546
l Transfers of assets:			
(1) To this plan.....	2l(1)		10729809
(2) From this plan	2l(2)		488997

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		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

5b(2) EIN(s)	5b(3) PN(s)
13-2595091	004

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ESTERLINE TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>13-2595091</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
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>23-2186884</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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



KPMG LLP
Suite 2900
1918 Eighth Avenue
Seattle, WA 98101

Independent Auditors' Report

The Plan Administrator
Esterline Technologies Voluntary Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Esterline Technologies Voluntary Savings 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 3, which was certified by Vanguard Fiduciary Trust Company, the trustee 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 the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee as of December 31, 2012 and 2011, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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



Other Matter

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

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

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

KPMG LLP

Seattle, WA
October 9, 2013



ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

Financial Statements and Supplemental Schedule

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 Voluntary Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Esterline Technologies Voluntary Savings 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.

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

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

KPMG LLP

Seattle, WA
October 9, 2013

ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Participant-directed and nonparticipant directed investments, at fair value	\$ 275,756,317	238,354,034
Receivables:		
Participants' contributions	1,144,576	914,983
Employer's contributions	324,986	270,141
Pending transfer from plan mergers	10,729,809	—
Notes receivable from participants	<u>11,597,634</u>	<u>10,494,034</u>
Total receivables	<u>23,797,005</u>	<u>11,679,158</u>
Total assets	299,553,322	250,033,192
Adjustment from fair value to contract value for collective trust fund investing in fully benefit-responsive investment contracts	<u>(2,755,266)</u>	<u>(2,414,653)</u>
Net assets available for benefits	<u>\$ 296,798,056</u>	<u>247,618,539</u>
Participant-directed vs. nonparticipant directed (notes 1(e) and 6):		
Participant-directed	\$ 291,990,206	242,696,441
Nonparticipant directed	<u>4,807,850</u>	<u>4,922,098</u>
Net assets available for benefits	<u>\$ 296,798,056</u>	<u>247,618,539</u>

See accompanying notes to financial statements.

ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS 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 (loss):		
Net appreciation (depreciation) in fair value of investments – registered investment company funds	\$ 21,444,539	(5,346,633)
Interest income	1,228,355	1,366,063
Dividend income	<u>5,055,447</u>	<u>4,463,121</u>
Total investment income	<u>27,728,341</u>	<u>482,551</u>
Interest on participant notes receivable	554,234	542,885
Contributions:		
Participants' contributions	20,383,168	17,889,566
Employer's contributions	6,300,949	5,487,423
Rollover contributions	<u>1,312,617</u>	<u>1,621,687</u>
Total contributions	<u>27,996,734</u>	<u>24,998,676</u>
Deductions:		
Participant distributions	17,044,250	15,770,840
Participant loan and other administrative fees	<u>296,354</u>	<u>124,401</u>
Total deductions	<u>17,340,604</u>	<u>15,895,241</u>
Net increase before transfers	<u>38,938,705</u>	<u>10,128,871</u>
Transfers:		
Plan mergers	10,729,809	936,013
Interplan transfers	<u>(488,997)</u>	<u>(239,094)</u>
Total transfers	<u>10,240,812</u>	<u>696,919</u>
Net increase	49,179,517	10,825,790
Net assets available for benefits:		
Beginning of year	<u>247,618,539</u>	<u>236,792,749</u>
End of year	\$ <u><u>296,798,056</u></u>	<u><u>247,618,539</u></u>

See accompanying notes to financial statements.

ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of Plan

The following description of the Esterline Technologies Voluntary Savings 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

The Plan is a defined contribution savings plan available to eligible employees of Esterline Technologies Corporation and Subsidiaries (the Company). The Plan provides for contributions pursuant to Section 401(k) of the Internal Revenue Code (IRC) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

(b) Plan Administration

The Plan is administered by certain employees of the Company. Vanguard Fiduciary Trust Company (Vanguard) is the trustee of the Plan.

(c) Eligibility

Employees who are at least 18 years of age and who have completed three months of service are eligible for participation in the Plan beginning the first of the month following attainment of the eligibility requirement. Employees are automatically enrolled at a 3% contribution rate unless they elect otherwise.

(d) Contributions

Participants may contribute up to 100% of qualified compensation to the Plan, subject to IRC limitations. The Company contributes a matching amount that varies by participating company and employee group based on the first 6% of earnings contributed. The three formulas used are: 1) 25% of the first 6%; 2) 50% of the first 6%; or 3) 100% of the first 2% and 50% on the next 4%.

With the first paycheck of each year, a participant's percentage deferred into the Plan is automatically increased by one percentage point to a maximum of a 10% deferral unless the participant elects otherwise. Effective January 1, 2012, the automatic enrollment provisions were updated. Unless electing otherwise, eligible participants hired after January 1, 2012 automatically participate at 6% and eligible participants hired prior to January 1, 2012 automatically participate at 3%.

Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Employees age 50 or older are eligible to make catch-up contributions to the Plan.

(e) Participant Contributions under Esterline Technologies Retirement Plan

Participants covered under the Final Average Pay formula of the Esterline Technologies Retirement Plan (the Retirement Plan) are required to contribute 1% of compensation to the Plan. These contributions, together with interest credited at market rates compounded annually, are reflected in the Plan's investments and total approximately \$4.8 million and \$4.9 million at December 31, 2012

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and 2011, respectively. The average yield and crediting rate to participant accounts was approximately 2.22% and 1.82%, respectively for 2012 and 3.09% and 2.68% respectively for 2011. Plan benefits related to the 1% contribution are provided under the Retirement Plan. Assets are transferred from the Plan to the Retirement Plan 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) Participant Accounts

Each participant's account is valued daily and credited with the participant's contribution, employer match and allocations of earnings, investment expenses, and loan fees as applicable. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

(g) Vesting

Participants vest immediately in their own contributions and earnings thereon. In general, company contributions vest 100% upon either completion of three years of service, normal retirement, death or disability while employed by the Company, or termination of the Plan. Exceptions exist for grandfathered groups.

(h) Investment Options

Participants may select one or more investment funds offered under the Plan for the investing of their account balance. Participants may choose to allocate their account balance or make transfers on a daily basis, among various investment options. Contributions are deposited directly into the participant elected investment vehicles. The default investment election is the Target Retirement Date Fund. The required 1% contribution for participation in the Final Average Pay Formula of the Retirement Plan is directed by the Company into the Vanguard Retirement Savings Trust.

(i) Notes Receivable from Participant

Plan participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The loans are at a fixed-rate, generally for periods not to exceed ten years, against their vested account balances provided that certain conditions are met and that approval is granted by the trustees. Certain loans merged into the Plan have grandfathered terms with longer maturity dates. Interest is paid by the borrower at prime rate plus 2% and is retained in the borrower's account until the account balance is withdrawn. Loans are secured by the balance of the participant's account. At December 31, 2012, interest rates on participant loans ranged from 4.25% to 10.25%. The participant loans have various dates of maturities, through December 2022. In addition, loan fees are charged directly to participants' accounts.

(j) Payment of Benefits

Participants may receive benefits upon termination of employment, retirement, disability, death, attainment of age 59½, or upon notification by the participant and approval by the trustees that a hardship condition exists.

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Participants may elect, subject to participant account balance levels, to receive retirement benefits in either a lump-sum cash payment, an annuity not to exceed ten years, or for amounts to be transferred to and distributed in accordance with the Retirement Plan.

Upon termination of service participants with account balances less than \$5,000 and more than \$1,000 automatically receive a rollover into a Vanguard IRA of the vested interest in his or her account unless they affirmatively elect otherwise. Accounts with balances of up to \$1,000 are cashed out if instructions are not received by Vanguard within a specified amount of time.

Under certain conditions, participants experiencing a hardship, while still employed by the Company, are permitted to withdraw, in a single sum, the employee contribution portion (including qualified rollover contributions) of their account balance. These conditions include unreimbursed medical expenses, the purchase of the participant's principal residence, the payment of postsecondary education tuition, the payment of burial or funeral expenses, the payment of expenses to repair damage to the participant's principal residence that would qualify as a casualty deduction, or to prevent eviction or foreclosure from the participant's principal residence. A participant's right to make deferrals to the Plan will be suspended for six months after the receipt of a hardship withdrawal.

(k) Forfeitures

Forfeitures from terminated, nonvested participants are used to offset future employer contributions. If a participant is rehired within a five-year period, the matching contribution is reinstated.

During 2012 and 2011, forfeitures totaling approximately \$108,000 and \$199,000, respectively, were used to offset the Company match. At December 31, 2012 and 2011, there were approximately \$31,000 and \$17,000, respectively, of unallocated forfeitures.

(l) Plan Transfers

Effective December 31, 2012, the Pacific Coast Technologies 401(k) Plan, and Souriau USA, Inc. 401(k) Plan were merged into the Plan (collectively the Merged Plans). The investments held by the Merged Plans were liquidated effective December 31, 2012 and transferred to the Plan in January 2013. Effective April 2011, the NMC Group 401(k) Plan was merged into the Plan.

(2) Significant Accounting Policies

(a) Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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(c) *Risks and Uncertainties*

The Plan provides for various investment fund options which in turn invest 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.

(d) *Investment Valuation and Income Recognition*

The Plan's investments in registered investment company funds are stated at fair value based on quoted market prices.

The Vanguard Retirement Savings Trust is a collective trust fund investing in guaranteed investment contracts (GICs) and synthetic GICs. The GICs are fully benefit-responsive. Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis. There are no unfunded commitments or restrictions associated with the fund.

Vanguard determines the fair value of the fund based on quoted market prices of underlying securities and estimated fair value of contracts based on cash flows.

The Plan's interest in the Collective Trust Fund is based on the fair value of the Collective Trust's underlying investments. The effective yield and crediting rate of the trust fund was 2.69% and 1.82% for the year ended December 31, 2012 and 3.26% and 2.68% for the year ended December 31, 2011.

Certain events limit the ability of the Plan to transact at contract value with the Fund. Specifically, any event outside the normal operation of the Trust that causes a withdrawal from an investment contract may result in a negative market value adjustment. The occurrence of such an event is not considered probable. There are no unfunded commitments or reserves against contract value for credit risk of the issuer or otherwise.

Purchases and sales of securities are recorded on a trade date basis. Interest and dividend income is accrued as earned. Net appreciation (depreciation) in fair value of investments is the net realized gain or loss on disposition of investments plus the change in the net unrealized gain or loss in fair value of investments held at year-end.

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(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 net asset value (NAV) of shares held by the Plan at year end based on quoted market prices.

Collective trust fund: Valued at fair value based on quoted values of the underlying investments and estimated fair value based on future cash flows.

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.

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The following tables summarize the fair values of the Plan's investments as of December 31, 2012 and 2011:

		2012			
		Fair value	Level 1	Level 2	Level 3
Registered investment company funds:					
S&P 500 Equity					
Index Fund	\$	40,438,887	40,438,887	—	—
International equity		13,642,588	13,642,588	—	—
Other equity		45,557,873	45,557,873	—	—
Target Retirement					
Funds with Equity					
Exposure less than 70%		42,994,377	42,994,377	—	—
Target Retirement					
Funds with Equity					
Exposure greater than 70%		58,538,990	58,538,990	—	—
Fixed income funds		19,821,904	19,821,904	—	—
Prime Money Market					
Fund		31,243	31,243	—	—
		221,025,862	221,025,862	—	—
Collective trust fund –					
Stable Value Fund		54,730,455	—	54,730,455	—
Total	\$	275,756,317	221,025,862	54,730,455	—

ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

Notes to Financial Statements

December 31, 2012 and 2011

		2011			
		Fair value	Level 1	Level 2	Level 3
Registered investment company funds:					
S&P 500 Equity Index Fund	\$	35,302,904	35,302,904	—	—
International equity		11,600,560	11,600,560	—	—
Other equity		40,099,331	40,099,331	—	—
Target Retirement Funds with Equity Exposure less than 70%					
		36,878,207	36,878,207	—	—
Target Retirement Funds with Equity Exposure greater than 70%					
		45,558,509	45,558,509	—	—
Fixed income funds		16,752,164	16,752,164	—	—
Prime Money Market Fund		17,432	17,432	—	—
		186,209,107	186,209,107	—	—
Collective trust fund – income funds					
		52,144,927	—	52,144,927	—
Total	\$	<u>238,354,034</u>	<u>186,209,107</u>	<u>52,144,927</u>	<u>—</u>

(f) Payment of Benefits

Benefits are recorded when paid.

(g) Administrative Expenses

All plan administrative expenses (except for expenses associated with participants' loans and certain other administrative and investment fees that are borne by participants) are paid by the Plan's sponsor, Esterline Technologies Corporation. Investment expenses are netted within investment earnings.

(h) Notes Receivable from Participants

Participant loans are classified as notes receivable from participants, which are segregated from the plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest.

ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(3) Information Certified by Trustee of the Plan

The following information included in the financial statements and supplemental schedule was provided and certified by Vanguard as complete and accurate:

- Investments at fair value (except for the Retirement Savings Trust, for which contract value was certified)
- Notes receivable from participants
- Interest on participant notes receivable
- Interest and dividend income
- Net appreciation (depreciation) in fair value of investments
- Investment related information included in notes 6 and 8
- Schedule of assets (held at end of year)

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

Certain plan investments are shares of registered investment company funds and a collective trust fund managed by The Vanguard Group. Certain investment expenses are netted against the returns credited to participant accounts. Vanguard is the trustee and recordkeeper as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

(5) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan is terminated, participant accounts will become fully vested. The complete provisions covering plan termination are included in the Plan document, which is available to all participants.

(6) Nonparticipant Directed Assets

Information about the net assets and the significant components of the changes in net assets relating to the nonparticipant directed investments for the 1% contribution described in note 1(e) is as follows:

	December 31	
	2012	2011
Net assets:		
Investment in Vanguard Retirement Savings Trust at contract value	\$ 4,789,823	4,903,071
Participant contribution receivable	18,027	19,027
	<u>\$ 4,807,850</u>	<u>4,922,098</u>

ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

Notes to Financial Statements

December 31, 2012 and 2011

	December 31	
	2012	2011
Changes in net assets:		
Participant contributions	\$ 261,930	285,563
Interest and dividend income	112,819	139,181
Transfer to retirement plan	(488,997)	(239,094)
	<u>\$ (114,248)</u>	<u>185,650</u>

(7) Tax Status

The Internal Revenue Service has determined and informed the Company by letter dated April 28, 2009 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, 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 plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken 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.

(8) 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:

Description	2012	2011
Vanguard Index 500 Fund	\$ 40,438,887	35,302,904
Vanguard Target Retirement 2020 Fund	21,296,119	17,462,932
Vanguard Target Retirement 2025 Fund	22,015,513	18,234,356
Vanguard Target Retirement 2030 Fund	15,701,295	12,387,489
Vanguard Total Bond Market Index Fund	19,821,904	16,752,164
Vanguard Retirement Savings Trust	54,730,455	52,144,927

ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

Notes to Financial Statements

December 31, 2012 and 2011

(9) Reconciliation of Financial Statements to Form 5500

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

	December 31	
	2012	2011
Net assets available for benefits per the financial statements	\$ 296,798,056	247,618,539
Adjustment from fair value to contract value for collective investment trust investing in fully benefit-responsive investment contracts	2,755,266	2,414,653
Deemed loans	(99,135)	(12,363)
Net assets available for benefits per Form 5500	<u>\$ 299,454,187</u>	<u>250,020,829</u>

The following is a reconciliation of total investment income per the financial statements to Form 5500:

	December 31	
	2012	2011
Net increase before transfers per the financial statements	\$ 38,938,705	10,128,871
2010 adjustment from fair value to contract value for collective investment trust investing in fully benefit-responsive investment contracts	—	(1,821,419)
2011 adjustment from fair value to contract value for collective investment trust investing in fully benefit-responsive investment contracts	(2,414,653)	2,414,653
2012 adjustment from fair value to contract value for collective investment trust investing in fully benefit-responsive investment contracts	2,755,266	—
Deemed loans	(86,772)	32,371
Net income per Form 5500	<u>\$ 39,192,546</u>	<u>10,754,476</u>

(10) Subsequent Events

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

ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

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

December 31, 2012

Identity of issuer		Description of investment	Cost	Current value
		Collective trust fund at fair value:		
**	The Vanguard Group	Retirement Savings Trust (54,730,455 units)	\$ 54,730,455	54,730,455
		Registered investment company funds:		
**	The Vanguard Group	Target Retirement 2010 Fund (257,215 shares)	5,454,444	6,206,604
**	The Vanguard Group	Target Retirement 2015 Fund (918,573 shares)	10,989,177	12,290,516
**	The Vanguard Group	Target Retirement 2020 Fund (893,668 shares)	18,986,470	21,296,119
**	The Vanguard Group	Target Retirement 2025 Fund (1,619,978 shares)	19,614,348	22,015,513
**	The Vanguard Group	Target Retirement 2030 Fund (671,569 shares)	13,819,698	15,701,295
**	The Vanguard Group	Target Retirement 2035 Fund (598,464 shares)	7,564,957	8,432,372
**	The Vanguard Group	Target Retirement 2040 Fund (217,703 shares)	4,508,851	5,046,361
**	The Vanguard Group	Target Retirement 2045 Fund (298,595 shares)	3,862,656	4,344,559
**	The Vanguard Group	Target Retirement 2050 Fund (124,929 shares)	2,582,533	2,884,628
**	The Vanguard Group	Target Retirement 2055 Fund (4,375 shares)	103,699	108,509
**	The Vanguard Group	Target Retirement 2060 Fund (263 shares)	5,652	5,753
**	The Vanguard Group	Target Retirement Income (262,603 shares)	3,056,580	3,201,138
**	The Vanguard Group	Total Bond Market Index (1,787,367 shares)	19,764,470	19,821,904
**	The Vanguard Group	500 Index (309,829 shares)	39,820,602	40,438,887
**	The Vanguard Group	International Growth (132,502 shares)	7,785,373	8,119,756
**	The Vanguard Group	Small-Cap Index (182,749 shares)	6,206,397	6,381,596
**	The Vanguard Group	Windsor II (165,423 shares)	8,440,598	8,623,508
**	The Vanguard Group	Explorer (49,890 shares)	3,764,759	3,687,426
**	The Vanguard Group	Capital Opportunity (68,183 shares)	5,083,727	5,293,052
**	The Vanguard Group	Mid-Cap Index (247,941 shares)	7,869,696	7,978,758
**	The Vanguard Group	Selected Value (198,089 shares)	3,475,228	4,155,923
**	The Vanguard Group	Primecap Fund (108,896 shares)	7,618,783	7,848,166
American Beacon		American Beacon Small Cap Value Institutional (74,621 shares)	1,397,690	1,589,444
Dodge & Cox		Dodge & Cox International Stock (159,435 shares)	5,292,380	5,522,832
				220,994,619
		Money Market funds:		
**	The Vanguard Group	Prime Money Market Fund (31,243 shares)	31,243	31,243
		Participant loans:		
**	Various participants	2,252 loans with interest rates from 4.25% to 10.25% and maturities through December 2022	11,597,634	11,597,634
				<u>\$ 287,353,951</u>

** Represents a party-in-interest.

See accompanying independent auditors' report.

ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

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

December 31, 2012

Identity of issuer		Description of investment	Cost	Current value
		Collective trust fund at fair value:		
**	The Vanguard Group	Retirement Savings Trust (54,730,455 units)	\$ 54,730,455	54,730,455
		Registered investment company funds:		
**	The Vanguard Group	Target Retirement 2010 Fund (257,215 shares)	5,454,444	6,206,604
**	The Vanguard Group	Target Retirement 2015 Fund (918,573 shares)	10,989,177	12,290,516
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				220,994,619
		Money Market funds:		
**	The Vanguard Group	Prime Money Market Fund (31,243 shares)	31,243	31,243
		Participant loans:		
**	Various participants	2,252 loans with interest rates from 4.25% to 10.25% and maturities through December 2022	11,597,634	11,597,634
				\$ 287,353,951

** Represents a party-in-interest.

See accompanying independent auditors' report.