

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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 ESTERLINE TECHNOLOGIES RETIREMENT PLAN	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) ESTERLINE TECHNOLOGIES CORPORATION 500 108TH AVE NE, STE 1500 BELLEVUE, WA 98004	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.	10/07/2014	TERESA SEBERT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2014	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	
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:		3c Administrator's telephone number	
a Sponsor's name		4b EIN	
5 Total number of participants at the beginning of the plan year		4c PN	
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		5 5455	
a Active participants		6a 2108	
b Retired or separated participants receiving benefits		6b 1824	
c Other retired or separated participants entitled to future benefits		6c 1198	
d Subtotal. Add lines 6a , 6b , and 6c		6d 5130	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 292	
f Total. Add lines 6d and 6e		6f 5422	
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 90	
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 1H			
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)		9b Plan benefit arrangement (check all that apply)	
(1) ☐ Insurance		(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(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		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **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 _____ Day _____ Year _____	
2 Assets:	
a Market value	2a <u>235101581</u>
b Actuarial value	2b <u>229874061</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>2029</u> <u>104048741</u>
b For terminated vested participants.....	3b <u>1258</u> <u>38059440</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>1280309</u>
(2) Vested benefits	3c(2) <u>66042165</u>
(3) Total active.....	3c(3) <u>2168</u> <u>67322474</u>
d Total.....	3d <u>5455</u> <u>209430655</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>6.25</u> %
6 Target normal cost	6 <u>5364204</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>09/23/2014</u>
	Signature of actuary	Date
<u>LINDA C. ECKHOLM</u>	Type or print name of actuary	<u>14-05358</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, 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) 2013
v. 130118

Part II Beginning of Year Carryover and 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>12.44</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		18041778
b Interest on (a) using prior year's effective interest rate of <u>6.95</u> % except as otherwise provided (see instructions)		1253903
c Total available at beginning of current plan year to add to prefunding balance		19295681
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	109.76 %
15 Adjusted funding target attainment percentage	15	109.76 %
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	107.90 %
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
01/30/2014	3000000				
04/18/2014	3000000				
07/15/2014	6000000				
			Totals ►	18(b)	12000000
				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	11048433
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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ 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	5364204	
b Excess assets, if applicable, but not greater than line 31a	31b	5364204	
32 Amortization installments:	Outstanding Balance		
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	11048433	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	11048433	
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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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 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
<u>PIMCO</u>
<u>33-0629048</u>

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
<u>DODGE & COX FUNDS</u>
<u>94-1441976</u>

(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	NONE	181606	Yes ☒ No ☐	Yes ☒ No ☐	0	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?
26 50 68	NONE	235300	Yes ☒ No ☐	Yes ☐ No ☒	3552	Yes ☐ No ☒

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

ALLIANCEBERNSTEIN L.P.

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 68	NONE	48365	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 52	NONE	115383	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	97191	Yes ☐ No ☒	Yes ☐ No ☐		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	38865	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)

MCKINLEY CAPITAL MGMT, LLC

92-0136349

(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 68 71	NONE	73057	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 ☐

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
INTEGRITY ASSET MANAGEMENT, LLC	68	1359

(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.
LIQUIDNET, INC. 13-4095933	SOFT DOLLARS AVAILABLE CREDITED TO WESTMINSTER RESEARCH ASSOCIATES LLC WHICH PAYS FOR RESEARCH AND BROKERAGE PRODUCTS AND SERVICES ON THE ATTACHED LIST.

(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: KPMG LLP	b EIN: 13-5565207
c Position: AUDITOR	
d Address: SUITE 2900 1918 EIGHTH AVE. SEATTLE, WA 98101	e Telephone: 206-913-4000

Explanation: KPMG'S SEATTLE OFFICE IMPLEMENTED A NEW POSITION THAT THEY WOULD ONLY PERFORM RETIREMENT PLAN AUDITS IF THE CORPORATE AUDIT WAS ALSO PERFORMED, AS A RESULT ESTERLINE WAS COMPELLED TO SEEK A NEW EXTERNAL RETIREMENT PLAN AUDITOR.

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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: <u>WELLINGTON TRUST CO MID-CAP</u>		
b Name of sponsor of entity listed in (a): <u>WELLINGTON TRUST COMPANY</u>		
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>29226002</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GOLDMAN SACHS LONG DURATION PLUS FD</u>		
b Name of sponsor of entity listed in (a): <u>GOLDMAN SACHS</u>		
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>40700468</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BERNSTEIN INTERNATIONAL EQUITY</u>		
b Name of sponsor of entity listed in (a): <u>BERNSTEIN</u>		
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>9121710</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MCKINLEY CAPITAL INT'L GROWTH FUND</u>		
b Name of sponsor of entity listed in (a): <u>MCKINLEY CAPITAL</u>		
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>9536461</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) 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 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
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
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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	1113774	931613
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	12500000	12000000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	66812	27411
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	4829475	5962702
(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)	42241191	29515048
(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)	78461875	88584641
(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)	96027083	141431474
(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	476663
(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	235537587	278929552

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	136702	180525
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	136702	180525

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	235400885	278749027
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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)	12000000	
(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)		12000000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	432	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		432

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	317850	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	3071290	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		3389140

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	98005479	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	95924768	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		2080711

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	7122979	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		7122979

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		9951358
(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)		21973986
c Other income.....	2c		60351
d Total income. Add all income amounts in column (b) and enter total.....	2d		56578957

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	12740946	
(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)		12740946
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)	27832	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	805363	
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		833195
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		13574141

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		43004816
l Transfers of assets:			
(1) To this plan.....	2l(1)		343326
(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: MOSS ADAMS LLP

(2) EIN: 91-0189318

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	
4c		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	
4d		X	
e Was this plan covered by a fidelity bond?	X		7500000
4e	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	
4f		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	
4g		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	
4h		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		
4i	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		
4j	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	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
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.			
4n			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

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>94-1347393</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>123</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:

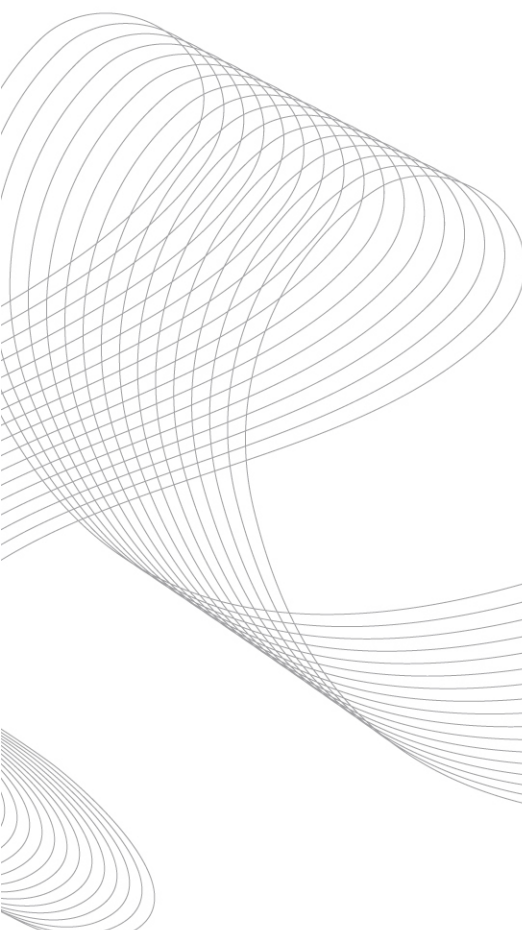
Stock: 72% Investment-Grade Debt: 26% High-Yield Debt: 0% Real Estate: 0% Other: 2%

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

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

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

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



Report of Independent Auditors
and Financial Statements with
Supplementary Information for

**Esterline Technologies
Retirement Plan**

December 31, 2013 and 2012

MOSS-ADAMS_{LLP}

Certified Public Accountants | Business Consultants

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REPORT OF INDEPENDENT AUDITORS

To the Plan Administrative Committee of
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 statement of net assets available for benefits as of December 31, 2013, and the related statements of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the 2013 financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matters 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 (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), 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 U.S. Bank and Trust Company (U.S. Bank), 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 a certification from the trustee as of December 31, 2013, and for the year 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 the 2013 financial statements.

Other Matter - Supplemental Schedules

The Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year) and Schedule H, Line 4(j) - Schedule of Reportable Transactions as of and for the year ended December 31, 2013 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 this supplementary information.

Other Matter - 2012 Financial Statements

The financial statements of the Plan as of December 31, 2012 were audited by the predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the predecessor auditors not to perform, and they did not perform any auditing procedures with respect to the information certified by the trustee. Their report dated October 9, 2013 indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

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

The form and content of the information included in the 2013 financial statements and supplementary information, 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Moss Adams LLP

Seattle, Washington
September 24, 2014

ESTERLINE TECHNOLOGIES RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2013	2012
ASSETS		
Investments, at fair value	\$ 265,970,528	\$ 221,857,001
Cash	931,613	1,113,774
Employer contributions receivable	12,000,000	12,500,000
Accrued interest receivable	6,504	25,467
Due from Voluntary Savings Plan	20,907	41,345
	<u>278,929,552</u>	<u>235,537,587</u>
LIABILITIES		
Administrative fees payable	<u>180,525</u>	<u>136,702</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 278,749,027</u></u>	<u><u>\$ 235,400,885</u></u>

ESTERLINE TECHNOLOGIES RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,	
	2013	2012
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment income		
Interest income	\$ 195,237	\$ 29,837
Dividend income	3,382,722	3,215,779
Net appreciation in fair value of investments (Note 5)	41,000,998	21,277,265
Total investment income	44,578,957	24,522,881
Employer contributions	12,000,000	19,400,000
Total additions	56,578,957	43,922,881
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Retirement and termination benefits	12,740,946	12,134,485
Administrative expenses	833,195	813,945
Total deductions	13,574,141	12,948,430
Net increase before transfers	43,004,816	30,974,451
Interplan transfers (Note 1)	343,326	520,669
Net increase	43,348,142	31,495,120
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	235,400,885	203,905,765
End of year	\$ 278,749,027	\$ 235,400,885

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan

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

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.

Plan Administration - The Plan is administered by certain employees of the Company. U.S. Bank and Trust Company serves as the trustee of the Plan.

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. Upon employment with the Company, Leach participants became eligible for the Plan.

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

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan (Continued)

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 4.76% and 6.39% for 2013 and 2012, respectively.

Benefits earned under the cash balance formula as of December 31, 2013 and 2012 were approximately \$31.8 million and \$27.4 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.

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan (Continued)

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 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.

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 at December 31, 2013 and 2012. The aforementioned amounts are not reflected in the Plan's net assets available for benefits at December 31, 2013 and 2012, 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.

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).

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of Plan (Continued)

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 2013, that ceiling is \$4,790 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 some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Note 2 - Significant Accounting Policies

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

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.

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.

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2 - Significant Accounting Policies (Continued)

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's administrators review valuations and assumptions provided by fund administrators for reasonableness, and believe that the carrying amounts of these financial instruments are reasonable estimates of fair value. If there are restrictions to trading CCTs at NAV at or near the Plan's year end, the inputs to valuation are considered unobservable and are reported in level three of the fair value hierarchy (see below). If there are no restrictions to trading CCTs at NAV at or near the Plan's year end, the inputs are reported as level two.

Investments in registered investment company funds and common stocks are stated at fair value based on quoted market prices. 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.

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.).

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2 - Significant Accounting Policies (Continued)

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. There were no changes in methodology at December 31, 2013 or 2012.

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.

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, 2013 and 2012. No Level 3 investments were held by the Plan as of December 31, 2013 and 2012.

	Fair Value Measurements at December 31, 2013			
	Level 1	Level 2	Level 3	Total
Registered investment company funds				
Stock fund	\$ 30,095,260	\$ -	\$ -	\$ 30,095,260
Index fund	82,561,657	-	-	82,561,657
Income funds	28,774,557	-	-	28,774,557
	<u>141,431,474</u>	<u>-</u>	<u>-</u>	<u>141,431,474</u>
Common commingled trust funds				
Equity funds	-	47,884,173	-	47,884,173
Income funds	-	40,700,468	-	40,700,468
	<u>-</u>	<u>88,584,641</u>	<u>-</u>	<u>88,584,641</u>
Money market	-	5,962,702	-	5,962,702
Common stocks	<u>29,991,711</u>	<u>-</u>	<u>-</u>	<u>29,991,711</u>
Total	<u>\$ 171,423,185</u>	<u>\$ 94,547,343</u>	<u>\$ -</u>	<u>\$ 265,970,528</u>

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2 - Summary of Accounting Policies (Continued)

	Fair Value Measurements at December 31, 2012			
	Level 1	Level 2	Level 3	Total
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>-</u>	<u>-</u>	<u>96,027,083</u>
Common commingled trust funds				
Equity funds	-	34,932,633	-	34,932,633
Income funds	-	43,529,242	-	43,529,242
	<u>-</u>	<u>78,461,875</u>	<u>-</u>	<u>83,291,350</u>
Money market	-	4,829,475	-	4,829,475
Common stocks	42,538,568	-	-	42,538,568
Total	<u>\$ 138,565,651</u>	<u>\$ 83,291,350</u>	<u>\$ -</u>	<u>\$ 221,857,001</u>

Payment of Benefits - Benefits are recorded when paid.

Administrative Expenses - Administrative expenses include investment management and certain Plan operating costs.

Note 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 Towers Watson 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

Note 3 - Actuarial Present Value of Accumulated Plan Benefits (Continued)

The actuarial present value of accumulated plan benefits, as of December 31, 2013 and 2012 are as follows:

	2013	2012
Vested benefits		
Participants currently receiving payments	\$ 94,920,632	\$ 90,862,433
Other participants	104,247,326	99,942,764
	<u>199,167,958</u>	<u>190,805,197</u>
Nonvested benefits	884,061	1,205,393
	<u>\$ 200,052,019</u>	<u>\$ 192,010,590</u>

Changes to the actuarial present value of accumulated Plan benefits were a result of the following for the years ended December 31, 2013 and 2012:

	2013	2012
Actuarial present value of accumulated Plan benefits, beginning of year	\$ 192,010,590	\$ 177,431,000
Changes during the year attributable to:		
Benefits paid	(12,740,946)	(12,134,485)
Benefits accumulated	4,944,195	4,464,025
Decrease in the discount period	13,560,221	13,187,084
Actuarial losses (gains)	1,166,266	875,186
Change in assumptions	<u>1,111,693</u>	<u>8,187,780</u>
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 200,052,019</u>	<u>\$ 192,010,590</u>

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

Investment return	7.0%, 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 70
Termination of employment	Based on actual Company's experience
Target normal cost	Present value of benefits expected to accrue during the plan year plan-related expenses expected to be paid from plan assets during the plan year.

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 3 - Actuarial Present Value of Accumulated Plan Benefits (Continued)

The change in actuarial assumptions from 2012 to 2013 represents changes in the following:

- Mortality tables were updated

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.

Note 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.

Note 5 - Investments

During 2013 and 2012, the Plan's investments (including investments bought and sold as well as held during the year) appreciated in value as follows:

	<u>Net Appreciation in Fair Value</u>
Year ended December 31, 2013	
Common commingled trust funds	\$ 8,037,741
Registered investment company funds	21,963,986
Common stocks	<u>10,999,271</u>
	<u>\$ 41,000,998</u>
Year ended December 31, 2012	
Common commingled trust funds	\$ 8,504,723
Collateralized mortgage obligations	96
Registered investment company funds	9,598,098
Common stocks	<u>3,174,348</u>
	<u>\$ 21,277,265</u>

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 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 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's administrative committee has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, 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 2010.

Note 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:

	2013	2012
Vanguard Institutional Index Fund	\$ 82,561,657	\$ 41,505,684
Dodge and Cox Stock Fund	30,095,260	21,412,829
Wellington Trust Company Mid Cap Fund	29,226,002	19,577,862
Goldman Sachs Collective Trust Fund	40,700,468	43,529,242
PIMCO Long Duration Total Return Fund	28,774,557	33,108,570

Note 8 - Information Certified by Trustee 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 ended December 31, 2013 as complete and accurate:

- Investments at fair value
- Accrued interest receivable
- Dividend income
- Net appreciation in fair value of investments
- Schedule of assets (held at end of year)
- Schedule of reportable transactions

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

Note 9 - Party-in-Interest and Related-Party Transactions

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

Note 10 - Subsequent Events

Subsequent events have been evaluated through September 24, 2014, the date the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

ESTERLINE TECHNOLOGIES RETIREMENT PLAN**EIN: 13-2595091****PLAN #: 004****SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)****DECEMBER 31, 2013**

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks		
American Axle&Mfg Inc (11561.000 shares)	\$ 215,175	\$ 236,422
American Finl Group Inc. Ohio (7335.000 shares)	287,961	423,375
Amtrust Financial Services (5873.000 shares)	220,150	192,664
Ann Inc (6745.000 shares)	227,933	246,597
Arris Group Inc. (16190.000 shares)	238,139	394,065
Arrow Electrs Inc. (5625.000 shares)	188,802	305,156
Asbury Automotive Group (2968.000 shares)	78,232	159,500
Atmel Corp (30405.000 shares)	203,350	238,071
B/E Aerospace Inc. (3335.000 shares)	154,917	290,245
Bancorpsouth Inc. (12165.000 shares)	164,586	320,830
Brown Shoe Company Inc (6015.000 shares)	153,600	169,262
Brunswick Corp (6865.000 shares)	164,000	316,202
Cdw Corp (12137.000 shares)	260,721	283,520
Charles River Laboratories (4340.000 shares)	176,479	230,194
Chemtura Corp (11777.000 shares)	255,175	328,814
Ciena Corp (6650.000 shares)	99,303	159,135
CNO Financial Group Inc. (16755.000 shares)	164,100	296,396
Cubalmart (12830.000 shares)	153,606	206,207
D R Horton Inc. (14825.000 shares)	230,071	330,893
DDR Corp (16105.000 shares)	244,426	249,215
Deluxe Corp (7360.000 shares)	178,630	384,118
Dycom Inds Inc. (7894.000 shares)	162,936	219,374
Emcor Group Inc. (7812.000 shares)	242,977	331,541
Energysys (4295.000 shares)	291,333	301,037
* Esterline Technologies Corp (4675.000 shares)	299,757	476,662
Express Inc. (6325.000 shares)	88,166	118,088
Fairchild Semicon Intl CIA (18475.000 shares)	258,628	246,641
Fidelity National Finl A (7270.000 shares)	140,951	236,770
First Horizon National Corp (26380.000 shares)	252,996	307,602
First Niagara Finl Group Inc. (36155.000 shares)	322,916	383,966
Forum Energy Technologies In (9442.000 shares)	208,636	266,831
Fuller H B Co (4831.000 shares)	155,625	251,405
Gannett Inc. (15240.000 shares)	261,951	452,679
Genworth Financial Inc. CIA (26015.000 shares)	195,588	404,013
Geospace Technologies Corp (2521.000 shares)	210,797	238,577
Gulfport Energy Corp (4886.000 shares)	139,575	308,453
Hain Celestial Group Inc. (2520.000 shares)	114,925	228,766
Health Net Inc (6915.000 shares)	174,097	205,168
Healthsouth Corp (4372.000 shares)	92,243	145,675
Helix Energy Solutions Group Inc. (10145.000 shares)	188,435	235,161
Hertz Global Holdings Inc (9415.000 shares)	180,808	269,457
Hexcel Corp New (6437.000 shares)	169,782	287,670

ESTERLINE TECHNOLOGIES RETIREMENT PLAN**EIN: 13-2595091****PLAN #: 004****SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**
DECEMBER 31, 2013

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks (Continued)		
Diamondrock Hospitality Co (24150.000 shares)	\$ 253,163	\$ 280,865
Huntington Bancshares Inc. (32975.000 shares)	208,101	319,528
Genesee & Wyo Inc. CIA (2215.000 shares)	145,975	212,751
Integrated Device Technology Inc. (32405.000 shares)	204,251	329,883
Intersil Corporation (21335.000 shares)	211,356	244,734
Investment Technology Group Inc. (14365.000 shares)	143,800	295,344
Janus Capital Group Inc. (20770.000 shares)	181,063	256,925
Kaiser Alum Corp (3923.000 shares)	204,853	275,552
Kapstone Paper & Packing Corp (3578.000 shares)	137,135	199,867
Keycorp New (22750.000 shares)	192,004	305,305
La Z Boy Inc. (8585.000 shares)	131,671	266,135
Lam research Corp (3790.000 shares)	203,688	206,366
Littlefuse Inc (2880.000 shares)	184,042	268,538
Magellan Health Svcs Inc. (2575.000 shares)	123,217	154,268
Medical Properties Trust Inc. (16770.000 shares)	175,211	207,667
National Penn Bancshares Inc. (17970.000 shares)	161,264	203,600
Navistar International (6180.000 shares)	219,877	236,014
Northstar Rlty Fin Corp (23695.000 shares)	135,766	318,698
Nrg Energy Inc. (10475.000 shares)	199,914	300,842
Old Dominion Fght Line Inc. (6552.000 shares)	195,602	347,387
Oshkosh Corporation (4120.000 shares)	194,259	207,566
Owens Corning Inc. (6560.000 shares)	254,564	267,123
P N M Resources Inc. (8445.000 shares)	155,087	203,693
Pdc Energy Inc. (6363.000 shares)	247,929	338,639
Pennsylvania Real Estate Invnt Tr SBI (9500.000 shares)	193,513	180,310
Pinnacle West Cap Corp (5215.000 shares)	281,007	275,978
Plexus Corp (7300.000 shares)	224,054	316,017
Polyone Corporation (11825.000 shares)	163,746	418,605
Popular Inc (12450.000 shares)	343,003	357,689
Primoris Services Corp (10921.000 shares)	158,374	339,971
Progress Software Corp (7515.000 shares)	161,834	194,112
Ptc Inc (6810.000 shares)	173,492	241,006
R T I Intl Metals Inc. (7050.000 shares)	173,379	241,181
Lexington Realty Trust (22960.000 shares)	211,395	237,398
Regal Beloit Corp (4930.000 shares)	319,607	363,440
Rite Aid Corp (30210.000 shares)	145,143	152,863
Rock Tenn Co CI A (2321.000 shares)	156,813	243,728
Rockwood Hldgs Inc. (3481.000 shares)	188,446	250,354
Ryland Group Inc. (7740.000 shares)	161,881	335,993
Ryman Hospitality Properties (4770.000 shares)	198,200	199,291
Spirit Aerosystems Holdings Inc. (10665.000 shares)	218,647	363,463
Sunstone Hotel Invs Inc. (22525.000 shares)	227,973	301,835

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

EIN: 13-2595091

PLAN #: 004

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

DECEMBER 31, 2013

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks (Continued)		
Superior Energy Svcs Inc. (7835.000 shares)	\$ 197,867	\$ 208,489
Susquehanna Bancshares Inc. Pa (21400.000 shares)	212,791	274,776
Synergy Res Corp (15485.000 shares)	148,001	143,391
Synovus Finl Corp (89460.000 shares)	207,132	322,738
Tech Data Corp (1090.000 shares)	54,465	56,244
Teradata Corp Del (6770.000 shares)	329,953	307,967
Terex Corp New (6645.000 shares)	210,050	279,024
Textron Inc. (7730.000 shares)	210,395	284,252
Triquint Semiconductor Inc. (19860.000 shares)	106,196	165,632
UGI Corp (5670.000 shares)	161,713	237,524
Universal Health Svcs Inc. CI B (3715.000 shares)	160,691	301,881
Vca Antech Inc (10285.000 shares)	290,511	322,538
Vectren Corporation (6325.000 shares)	185,737	224,538
Vishay Intertechnology Inc. (18845.000 shares)	221,918	249,885
Waddell & Reed Financial Inc. (4625.000 shares)	145,929	301,180
Wellcare Health Plans Inc. (2395.000 shares)	141,896	168,656
Western Alliance Bancorporation (16915.000 shares)	143,671	406,147
Wyndham Worldwide Corp (5980.000 shares)	284,897	440,666
Zions Bancorporation (16920.000 shares)	344,435	506,923
Arch Cap Group Ltd (8185.000 shares)	314,981	488,563
Assured Guaranty Ltd (10150.000 shares)	233,457	239,439
First Bancorp Puerto Rico	308,009	284,771
Kodiak Oil & Gas Corp (27491.000 shares)	247,162	308,174
Methanex Corp (3534.000 shares)	225,484	209,354
Ofg Bancorp (18455.000 shares)	303,876	322,018
	<u>21,767,994</u>	<u>29,991,711</u>
Registered Investment Company Funds		
PIMCO Long Duration Total Return Fund (2743046.396 shares)	29,782,260	28,774,557
Dodge & Cox Stock Fund (178215.055 shares)	19,798,174	30,095,260
Vanguard Institutional Index Fund (487722.456 shares)	53,850,523	82,561,657
	<u>103,430,957</u>	<u>141,431,474</u>
Common Commingled Trust Funds		
Bernstein (277584.685 shares)	7,781,940	9,121,710
GSCT Long Duration Plus Fi Fund (2477204.039 shares)	31,829,665	40,700,468
McKinley Capital (719677.047 shares)	9,935,411	9,536,461
Wellington Trust Company Mid-Cap (1597049.028 shares)	10,791,922	29,226,002
	<u>60,338,938</u>	<u>88,584,641</u>
Money Market Fund		
* First American Prime Obligation Fund		
CI Y (4,829,475.460 shares)	5,725,487	5,725,487
* Cash	237,215	237,215
Total investments	<u>\$ 191,500,591</u>	<u>\$ 265,970,528</u>

* Represents a party-in-interest.

ESTERLINE TECHNOLOGIES RETIREMENT PLAN**EIN: 13-2595091****PLAN #: 004****SCHEDULE H, LINE 4(j) - SCHEDULE OF REPORTABLE TRANSACTIONS****YEAR ENDED DECEMBER 31, 2013**

Transactions in excess of 5% of Plan assets:

<u>(a) Identity of party involved</u>	<u>(b) Description of asset</u>	<u>Number of Purchases</u>	<u>(c) Purchase Price</u>	<u>Number of Sales</u>	<u>(d) Selling Price</u>	<u>(g) Cost of Asset</u>	<u>(h) Current value of asset on transaction date</u>	<u>Net Gain (Loss)</u>
Category (i) - Single transactions in excess of 5% of plan assets at January 1, 2013:								
First American Cash Reserve	Prime Obligation Fund CI Y	1	\$ 21,006,635	-	\$ -	\$ -	\$ 21,006,635	\$ -
First American Cash Reserve	Prime Obligation Fund CI Y	1	21,899,041	-	-	-	21,899,041	-
First American Cash Reserve	Prime Obligation Fund CI Y	1	21,899,041	-	-	-	21,899,041	-
First American Cash Reserve	Prime Obligation Fund CI Y	-	-	1	21,899,041	21,899,041	21,899,041	-
Vanguard	Index Fund	-	-	1	21,899,041	21,899,041	21,899,041	-
Category (ii) - Series of transactions with same broker exceeds 5% of plan assets at January 1, 2013:								
Abel Noser Corporation	Abel Noser Corporation	-	\$ -	46	\$ 21,006,635	\$ 16,331,089	\$ 16,331,089	\$ 4,675,546
Category (iii) - Series of transactions in excess of 5% of plan assets at January 1, 2013:								
First American Cash Reserve	Prime Obligation Fund CI Y	232	\$ 64,827,293	180	\$ 63,931,285	\$ 63,931,285	\$ 63,931,285	\$ -
Vanguard	Institutional Index Fund	-	-	187	21,901,104	21,901,104	21,901,104	-

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, 2013
Enrolled Actuary	Linda C. Eckholm
Enrollment Number	14-05358

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, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2013

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	Esterline Rate of Retirement	Number of Retirements	Number of Remaining Participants	Weighted 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	1,968

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	200

Total Weighted Average Age	61
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Plan Name: Esterline Technologies Retirement Plan
 EIN / PN: 13-2595091 / 004
 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:

- Applicable month September 2012
- Yield curve basis Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
• First segment rate	4.94%	1.75%
• Second segment rate	6.15%	4.62%
• Third segment rate	6.76%	5.72%
• Effective interest rate	6.25%	4.78%

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.

- Cash balance interest crediting rate 5.50%
- Interest on employee contributions 3.00%

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 3.50% per annum
 - Leach sub-plan Not applicable.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

- Statutory limits on compensation Accrued benefits projected to be paid in future years are 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 for the prior two plan 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

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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.

Employee contribution balance conversion

Conversion to an annuity is based on the 417(e) mortality tables and the valuation interest rates.

Percent married

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

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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 of 7.50% (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 2012 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.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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 segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2011 to September 2012. The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21.

For the January 1, 2013 valuation, the MAP-21 three-segment rates are 4.94% for the first 5 years, 6.15% for years 6 through 20, and 6.76% thereafter. For the January 1, 2012 valuation, the MAP-21 three-segment rates were 5.54% for the first 5 years, 6.85% for years 6 through 20 and 7.52% thereafter (based on the rates in effect for September 2011).

- The mortality tables used to determine funding target liability are the prescribed 2013 Annuitant and Non-Annuitant tables for males and females. For the January 1, 2012 valuation, the prescribed 2012 Annuitant and Non-Annuitant tables for males and females were used.

Other than the prescribed changes, the following additional assumption change was made:

- The National Average Wage index is assumed to increase 3.50% per annum, a decrease from 4.00% per annum.
- The Cash Balance Interest Credit Rate assumption decreased to 5.50% from 6.00%.
- The employee contribution balance interest credit rate assumption decreased to 3.00% from 5.50%.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

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 employee in an eligible classification is eligible to become a participant on the first of the month 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. For the Final Average Pay formula the participant agrees to make a 1% aftertax mandatory contribution 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 Final Average Pay formula. Employees who became eligible on or after January 1, 2003 earn benefits under a cash balance benefit formula which does not require 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 (elapsed time).
Credited service	A year of service is 12 consecutive months of employment with the employer and begins at the date of plan participation.
Pensionable pay	Compensation for benefit purposes includes W-2 compensation paid by the employer to the employee including overtime pay and most bonuses and pre-tax deferrals to the VSP, but excluding living allowances and moving expenses.
Average earnings	Benefits for the Final Average Pay formula 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.)
Primary Social Security	Annual amount which would be available to Participant at age 65 under the Federal Social Security Act.
Normal Retirement Date (NRD)	The normal retirement date for any participant shall usually be the first day of the month preceding the attainment of age 65 with five years of participation.

Plan Name: Esterline Technologies Retirement Plan
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Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

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 Consumer Price Index (CPI-U) plus the associated margin as described in IRS Notice 96-8.

Monthly preretirement death benefit

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

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

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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 participation.
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 ESL'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 for the FAP formulas 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; • For each year before age 50, 2% per year. For cash balance participants, the cash balance account is increased with interest to Normal Retirement Date and then converted to an annuity and reduced by the same percentage reductions for the FAP formulas.
Postponed retirement	Greater of: • <u>Accrued Benefit</u>: Monthly pension benefit determined as of actual retirement date, based on years of service and earnings through the actual retirement date. • <u>Actuarial Equivalent</u>: 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.

Plan Name: Esterline Technologies Retirement Plan
 EIN / PN: 13-2595091 / 004
 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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 vesting 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 vesting 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
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Preretirement death	Monthly preretirement death benefit
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Other Plan Provisions

Forms of payment	A participant may elect to receive an 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. Conversion to an optional form of payment is based on GAM-71 mortality and 6% interest. Joint and survivor factors are based on an age 62 retiree. Lump sums are based on the 417(e) mortality and interest rates for the October prior to the plan year of distribution.
Pension Increases	None
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 again. 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.

Plan Name: Esterline Technologies Retirement Plan
 EIN / PN: 13-2595091 / 004
 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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, 2013

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.
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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	Includes regular pay, bonuses, overtime 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 coinciding or following the attainment of age 65 with five years of participation.

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.
- (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.

Plan Name:	Esterline Technologies Retirement Plan
EIN / PN:	13-2595091 / 004
Plan Sponsor:	Esterline Technologies
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

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 after attaining age 55 and five years vesting 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 registered 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 would have included accruals to NRD assuming constant pay. Benefit is payable at NRD, or earlier if requirements for early retirement are satisfied. Since Plan was frozen 12/31/03 – no disability provisions are applicable now.
Preretirement death	Monthly preretirement death benefit.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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. • Social Security Level Payment – if retiring before Age 65. Actuarial equivalence is based on GAM-71 and 8%.
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, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

- The National Average Wage index is assumed to increase 3.50% per annum, a decrease from 4.00% per annum.
- The Cash Balance Interest Credit Rate assumption decreased to 5.50% from 6.00%.
- The employee contribution balance interest credit rate assumption decreased to 3.00% from 5.50%.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2013¹
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		32	33,156	7		0		0		0		0		0		0		0	
25 - 29	9		63	42,774	56	44,389	0		0		0		0		0		0		0	
30 - 34	5		46	55,324	63	49,353	20	60,006	1		0		0		0		0		0	
35 - 39	16		55	53,716	62	51,689	34	58,060	10		0		0		0		0		0	
40 - 44	11		53	61,908	98	59,152	48	69,747	24	56,565	10		0		0		0		0	
45 - 49	19		53	62,009	87	51,900	65	58,651	36	57,062	35	75,042	28	69,339	0		0		0	
50 - 54	8		77	68,713	79	66,052	54	61,731	53	69,796	41	70,295	45	76,345	13		2		0	
55 - 59	5		43	71,316	81	61,133	49	73,590	34	80,982	26	71,509	47	77,681	18		8		0	
60 - 64	3		26	75,430	34	70,151	26	71,862	25	85,754	15		22	96,007	10		4		0	
65 - 69	1		4		10		12		11		6		5		5		1		2	
70 & Over	0		1		4		1		5		1		2		2		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
 EIN / PN: 13-2595091 / 004
 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2013²
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		32	1,036	7		0		0		0		0		0		0		0	
25 – 29	7		63	1,797	56	4,602	0		0		0		0		0		0		0	
30 – 34	5		46	3,198	63	7,039	17		1		0		0		0		0		0	
35 - 39	13		55	3,225	62	9,971	29	15,955	10		0		0		0		0		0	
40 - 44	10		53	5,602	98	12,916	41	22,160	21	20,293	8		0		0		0		0	
45 - 49	18		53	6,653	87	13,649	55	21,536	31	22,897	23	29,175	13		0		0		0	
50 - 54	6		77	7,224	79	19,919	43	25,363	38	29,228	23	28,366	21	31,252	2		1		0	
55 - 59	4		43	7,437	80	20,110	40	34,945	21	42,676	9		12		13		5		0	
60 - 64	3		26	8,954	34	26,648	18		7		3		9		5		1		0	
65 - 69	1		4		10		6		4		1		2		2		0		2	
70 & Over	0		1		4		0		1		0		0		0		1		0	

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

Plan Name: Esterline Technologies Retirement Plan
 EIN / PN: 13-2595091 / 004
 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2013

**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

2013**This Form is Open to Public
Inspection**

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

► **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 Esterline Technologies Retirement Plan	B Three-digit plan number (PN) ► 004
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Esterline Technologies Corporation	D Employer Identification Number (EIN) 13-2595091
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>2013</u>		
2 Assets:		
a Market value	2a	235,101,581
b Actuarial value	2b	229,874,061
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 2,029	104,048,741
b For terminated vested participants	3b 1,258	38,059,440
c For active participants:		
(1) Non-vested benefits	3c(1)	1,280,309
(2) Vested benefits	3c(2)	66,042,165
(3) Total active	3c(3) 2,168	67,322,474
d Total	3d 5,455	209,430,655
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	6.25 %
6 Target normal cost	6	5,364,204

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>7/23/2014</u>
	Signature of actuary	Date
Linda C. Eckholm	Type or print name of actuary	14-05358
Towers Watson Delaware, Inc	Firm name	Most recent enrollment number
600 University Street, Ste 3100		(206) 625-1125
Seattle	Address of the firm	Telephone number (including area code)
	WA 98101	

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) 2013
v. 130118

Part II Beginning of Year Carryover and 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>12.44</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		18,041,778
b Interest on (a) using prior year's effective interest rate of <u>6.95</u> % except as otherwise provided (see instructions)		1,253,904
c Total available at beginning of current plan year to add to prefunding balance		19,295,682
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	109.76 %
15 Adjusted funding target attainment percentage	15	109.76 %
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	107.90 %
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
01/30/2014	3,000,000				
04/18/2014	3,000,000				
07/15/2014	6,000,000				
Totals ▶			18(b)	12,000,000	18(c) 0

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

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	11,048,433

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.94 %	2nd segment: 6.15 %	3rd segment: 6.76 %	☐ 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	5,364,204
b Excess assets, if applicable, but not greater than line 31a		31b	5,364,204
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	11,048,433
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	11,048,433
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, 2013
Enrolled Actuary	Linda C. Eckholm
Enrollment Number	14-05358

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, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of January 1, 2013

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	Esterline Rate of Retirement	Number of Retirements	Number of Remaining Participants	Weighted 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	1,968

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	200

Total Weighted Average Age	61
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Plan Name: Esterline Technologies Retirement Plan
 EIN / PN: 13-2595091 / 004
 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:

- Applicable month September 2012
- Yield curve basis Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
• First segment rate	4.94%	1.75%
• Second segment rate	6.15%	4.62%
• Third segment rate	6.76%	5.72%
• Effective interest rate	6.25%	4.78%

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.

- Cash balance interest crediting rate 5.50%
- Interest on employee contributions 3.00%

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 3.50% per annum
 - Leach sub-plan Not applicable.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

- Statutory limits on compensation Accrued benefits projected to be paid in future years are 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 for the prior two plan 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

Plan Name: Esterline Technologies Retirement Plan
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Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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.

Employee contribution balance conversion

Conversion to an annuity is based on the 417(e) mortality tables and the valuation interest rates.

Percent married

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

Plan Name: Esterline Technologies Retirement Plan
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Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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 of 7.50% (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 2012 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.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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 segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2011 to September 2012. The segment rates used to determine minimum funding requirements and benefit restrictions were revised by applying the corridors of MAP-21.

For the January 1, 2013 valuation, the MAP-21 three-segment rates are 4.94% for the first 5 years, 6.15% for years 6 through 20, and 6.76% thereafter. For the January 1, 2012 valuation, the MAP-21 three-segment rates were 5.54% for the first 5 years, 6.85% for years 6 through 20 and 7.52% thereafter (based on the rates in effect for September 2011).

- The mortality tables used to determine funding target liability are the prescribed 2013 Annuitant and Non-Annuitant tables for males and females. For the January 1, 2012 valuation, the prescribed 2012 Annuitant and Non-Annuitant tables for males and females were used.

Other than the prescribed changes, the following additional assumption change was made:

- The National Average Wage index is assumed to increase 3.50% per annum, a decrease from 4.00% per annum.
- The Cash Balance Interest Credit Rate assumption decreased to 5.50% from 6.00%.
- The employee contribution balance interest credit rate assumption decreased to 3.00% from 5.50%.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

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 employee in an eligible classification is eligible to become a participant on the first of the month 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. For the Final Average Pay formula the participant agrees to make a 1% aftertax mandatory contribution 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 Final Average Pay formula. Employees who became eligible on or after January 1, 2003 earn benefits under a cash balance benefit formula which does not require 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 (elapsed time).
Credited service	A year of service is 12 consecutive months of employment with the employer and begins at the date of plan participation.
Pensionable pay	Compensation for benefit purposes includes W-2 compensation paid by the employer to the employee including overtime pay and most bonuses and pre-tax deferrals to the VSP, but excluding living allowances and moving expenses.
Average earnings	Benefits for the Final Average Pay formula 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.)
Primary Social Security	Annual amount which would be available to Participant at age 65 under the Federal Social Security Act.
Normal Retirement Date (NRD)	The normal retirement date for any participant shall usually be the first day of the month preceding the attainment of age 65 with five years of participation.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

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 Consumer Price Index (CPI-U) plus the associated margin as described in IRS Notice 96-8.

Monthly preretirement death benefit

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

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

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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 participation.
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 ESL'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 for the FAP formulas 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; • For each year before age 50, 2% per year. For cash balance participants, the cash balance account is increased with interest to Normal Retirement Date and then converted to an annuity and reduced by the same percentage reductions for the FAP formulas.
Postponed retirement	Greater of: • <u>Accrued Benefit</u>: Monthly pension benefit determined as of actual retirement date, based on years of service and earnings through the actual retirement date. • <u>Actuarial Equivalent</u>: 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.

Plan Name: Esterline Technologies Retirement Plan
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 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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 vesting 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 vesting 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
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Preretirement death	Monthly preretirement death benefit
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Other Plan Provisions

Forms of payment	A participant may elect to receive an 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. Conversion to an optional form of payment is based on GAM-71 mortality and 6% interest. Joint and survivor factors are based on an age 62 retiree. Lump sums are based on the 417(e) mortality and interest rates for the October prior to the plan year of distribution.
Pension Increases	None
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 again. 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.

Plan Name: Esterline Technologies Retirement Plan
 EIN / PN: 13-2595091 / 004
 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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, 2013

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.
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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	Includes regular pay, bonuses, overtime 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 coinciding or following the attainment of age 65 with five years of participation.

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.
- (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.

Plan Name:	Esterline Technologies Retirement Plan
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Plan Sponsor:	Esterline Technologies
Valuation Date:	January 1, 2013

SCHEDULE SB ATTACHMENTS

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 after attaining age 55 and five years vesting 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 registered 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 would have included accruals to NRD assuming constant pay. Benefit is payable at NRD, or earlier if requirements for early retirement are satisfied. Since Plan was frozen 12/31/03 – no disability provisions are applicable now.
Preretirement death	Monthly preretirement death benefit.

Plan Name: Esterline Technologies Retirement Plan
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Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

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. • Social Security Level Payment – if retiring before Age 65. Actuarial equivalence is based on GAM-71 and 8%.
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, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Change in Actuarial Assumptions

- The National Average Wage index is assumed to increase 3.50% per annum, a decrease from 4.00% per annum.
- The Cash Balance Interest Credit Rate assumption decreased to 5.50% from 6.00%.
- The employee contribution balance interest credit rate assumption decreased to 3.00% from 5.50%.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2013¹
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		32	33,156	7		0		0		0		0		0		0		0	
25 - 29	9		63	42,774	56	44,389	0		0		0		0		0		0		0	
30 - 34	5		46	55,324	63	49,353	20	60,006	1		0		0		0		0		0	
35 - 39	16		55	53,716	62	51,689	34	58,060	10		0		0		0		0		0	
40 - 44	11		53	61,908	98	59,152	48	69,747	24	56,565	10		0		0		0		0	
45 - 49	19		53	62,009	87	51,900	65	58,651	36	57,062	35	75,042	28	69,339	0		0		0	
50 - 54	8		77	68,713	79	66,052	54	61,731	53	69,796	41	70,295	45	76,345	13		2		0	
55 - 59	5		43	71,316	81	61,133	49	73,590	34	80,982	26	71,509	47	77,681	18		8		0	
60 - 64	3		26	75,430	34	70,151	26	71,862	25	85,754	15		22	96,007	10		4		0	
65 - 69	1		4		10		12		11		6		5		5		1		2	
70 & Over	0		1		4		1		5		1		2		2		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
 EIN / PN: 13-2595091 / 004
 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2013

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26
Schedule of Active Participant Data as of January 1, 2013²
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		32	1,036	7		0		0		0		0		0		0		0	
25 – 29	7		63	1,797	56	4,602	0		0		0		0		0		0		0	
30 – 34	5		46	3,198	63	7,039	17		1		0		0		0		0		0	
35 - 39	13		55	3,225	62	9,971	29	15,955	10		0		0		0		0		0	
40 - 44	10		53	5,602	98	12,916	41	22,160	21	20,293	8		0		0		0		0	
45 - 49	18		53	6,653	87	13,649	55	21,536	31	22,897	23	29,175	13		0		0		0	
50 - 54	6		77	7,224	79	19,919	43	25,363	38	29,228	23	28,366	21	31,252	2		1		0	
55 - 59	4		43	7,437	80	20,110	40	34,945	21	42,676	9		12		13		5		0	
60 - 64	3		26	8,954	34	26,648	18		7		3		9		5		1		0	
65 - 69	1		4		10		6		4		1		2		2		0		2	
70 & Over	0		1		4		0		1		0		0		0		1		0	

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

Plan Name: Esterline Technologies Retirement Plan
 EIN / PN: 13-2595091 / 004
 Plan Sponsor: Esterline Technologies
 Valuation Date: January 1, 2013

ESTERLINE TECHNOLOGIES RETIREMENT PLAN**EIN: 13-2595091****PLAN #: 004****SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)****DECEMBER 31, 2013**

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks		
American Axle&Mfg Inc (11561.000 shares)	\$ 215,175	\$ 236,422
American Finl Group Inc. Ohio (7335.000 shares)	287,961	423,375
Amtrust Financial Services (5873.000 shares)	220,150	192,664
Ann Inc (6745.000 shares)	227,933	246,597
Arris Group Inc. (16190.000 shares)	238,139	394,065
Arrow Electrs Inc. (5625.000 shares)	188,802	305,156
Asbury Automotive Group (2968.000 shares)	78,232	159,500
Atmel Corp (30405.000 shares)	203,350	238,071
B/E Aerospace Inc. (3335.000 shares)	154,917	290,245
Bancorpsouth Inc. (12165.000 shares)	164,586	320,830
Brown Shoe Company Inc (6015.000 shares)	153,600	169,262
Brunswick Corp (6865.000 shares)	164,000	316,202
Cdw Corp (12137.000 shares)	260,721	283,520
Charles River Laboratories (4340.000 shares)	176,479	230,194
Chemtura Corp (11777.000 shares)	255,175	328,814
Ciena Corp (6650.000 shares)	99,303	159,135
CNO Financial Group Inc. (16755.000 shares)	164,100	296,396
Cubesmart (12830.000 shares)	153,606	206,207
D R Horton Inc. (14825.000 shares)	230,071	330,893
DDR Corp (16105.000 shares)	244,426	249,215
Deluxe Corp (7360.000 shares)	178,630	384,118
Dycom Inds Inc. (7894.000 shares)	162,936	219,374
Emcor Group Inc. (7812.000 shares)	242,977	331,541
Energysys (4295.000 shares)	291,333	301,037
* Esterline Technologies Corp (4675.000 shares)	299,757	476,662
Express Inc. (6325.000 shares)	88,166	118,088
Fairchild Semicon Intl CIA (18475.000 shares)	258,628	246,641
Fidelity National Finl A (7270.000 shares)	140,951	236,770
First Horizon National Corp (26380.000 shares)	252,996	307,602
First Niagara Finl Group Inc. (36155.000 shares)	322,916	383,966
Forum Energy Technologies In (9442.000 shares)	208,636	266,831
Fuller H B Co (4831.000 shares)	155,625	251,405
Gannett Inc. (15240.000 shares)	261,951	452,679
Genworth Financial Inc. CIA (26015.000 shares)	195,588	404,013
Geospace Technologies Corp (2521.000 shares)	210,797	238,577
Gulfport Energy Corp (4886.000 shares)	139,575	308,453
Hain Celestial Group Inc. (2520.000 shares)	114,925	228,766
Health Net Inc (6915.000 shares)	174,097	205,168
Healthsouth Corp (4372.000 shares)	92,243	145,675
Helix Energy Solutions Group Inc. (10145.000 shares)	188,435	235,161
Hertz Global Holdings Inc (9415.000 shares)	180,808	269,457
Hexcel Corp New (6437.000 shares)	169,782	287,670

ESTERLINE TECHNOLOGIES RETIREMENT PLAN**EIN: 13-2595091****PLAN #: 004****SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)**
DECEMBER 31, 2013

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks (Continued)		
Diamondrock Hospitality Co (24150.000 shares)	\$ 253,163	\$ 280,865
Huntington Bancshares Inc. (32975.000 shares)	208,101	319,528
Genesee & Wyo Inc. CIA (2215.000 shares)	145,975	212,751
Integrated Device Technology Inc. (32405.000 shares)	204,251	329,883
Intersil Corporation (21335.000 shares)	211,356	244,734
Investment Technology Group Inc. (14365.000 shares)	143,800	295,344
Janus Capital Group Inc. (20770.000 shares)	181,063	256,925
Kaiser Alum Corp (3923.000 shares)	204,853	275,552
Kapstone Paper & Packing Corp (3578.000 shares)	137,135	199,867
Keycorp New (22750.000 shares)	192,004	305,305
La Z Boy Inc. (8585.000 shares)	131,671	266,135
Lam research Corp (3790.000 shares)	203,688	206,366
Littlefuse Inc (2880.000 shares)	184,042	268,538
Magellan Health Svcs Inc. (2575.000 shares)	123,217	154,268
Medical Properties Trust Inc. (16770.000 shares)	175,211	207,667
National Penn Bancshares Inc. (17970.000 shares)	161,264	203,600
Navistar International (6180.000 shares)	219,877	236,014
Northstar Rlty Fin Corp (23695.000 shares)	135,766	318,698
Nrg Energy Inc. (10475.000 shares)	199,914	300,842
Old Dominion Fght Line Inc. (6552.000 shares)	195,602	347,387
Oshkosh Corporation (4120.000 shares)	194,259	207,566
Owens Corning Inc. (6560.000 shares)	254,564	267,123
P N M Resources Inc. (8445.000 shares)	155,087	203,693
Pdc Energy Inc. (6363.000 shares)	247,929	338,639
Pennsylvania Real Estate Invnt Tr SBI (9500.000 shares)	193,513	180,310
Pinnacle West Cap Corp (5215.000 shares)	281,007	275,978
Plexus Corp (7300.000 shares)	224,054	316,017
Polyone Corporation (11825.000 shares)	163,746	418,605
Popular Inc (12450.000 shares)	343,003	357,689
Primoris Services Corp (10921.000 shares)	158,374	339,971
Progress Software Corp (7515.000 shares)	161,834	194,112
Ptc Inc (6810.000 shares)	173,492	241,006
R T I Intl Metals Inc. (7050.000 shares)	173,379	241,181
Lexington Realty Trust (22960.000 shares)	211,395	237,398
Regal Beloit Corp (4930.000 shares)	319,607	363,440
Rite Aid Corp (30210.000 shares)	145,143	152,863
Rock Tenn Co CI A (2321.000 shares)	156,813	243,728
Rockwood Hldgs Inc. (3481.000 shares)	188,446	250,354
Ryland Group Inc. (7740.000 shares)	161,881	335,993
Ryman Hospitality Properties (4770.000 shares)	198,200	199,291
Spirit Aerosystems Holdings Inc. (10665.000 shares)	218,647	363,463
Sunstone Hotel Invs Inc. (22525.000 shares)	227,973	301,835

ESTERLINE TECHNOLOGIES RETIREMENT PLAN

EIN: 13-2595091

PLAN #: 004

SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR) (CONTINUED)

DECEMBER 31, 2013

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks (Continued)		
Superior Energy Svcs Inc. (7835.000 shares)	\$ 197,867	\$ 208,489
Susquehanna Bancshares Inc. Pa (21400.000 shares)	212,791	274,776
Synergy Res Corp (15485.000 shares)	148,001	143,391
Synovus Finl Corp (89460.000 shares)	207,132	322,738
Tech Data Corp (1090.000 shares)	54,465	56,244
Teradata Corp Del (6770.000 shares)	329,953	307,967
Terex Corp New (6645.000 shares)	210,050	279,024
Textron Inc. (7730.000 shares)	210,395	284,252
Triquint Semiconductor Inc. (19860.000 shares)	106,196	165,632
UGI Corp (5670.000 shares)	161,713	237,524
Universal Health Svcs Inc. CI B (3715.000 shares)	160,691	301,881
Vca Antech Inc (10285.000 shares)	290,511	322,538
Vectren Corporation (6325.000 shares)	185,737	224,538
Vishay Intertechnology Inc. (18845.000 shares)	221,918	249,885
Waddell & Reed Financial Inc. (4625.000 shares)	145,929	301,180
Wellcare Health Plans Inc. (2395.000 shares)	141,896	168,656
Western Alliance Bancorporation (16915.000 shares)	143,671	406,147
Wyndham Worldwide Corp (5980.000 shares)	284,897	440,666
Zions Bancorporation (16920.000 shares)	344,435	506,923
Arch Cap Group Ltd (8185.000 shares)	314,981	488,563
Assured Guaranty Ltd (10150.000 shares)	233,457	239,439
First Bancorp Puerto Rico	308,009	284,771
Kodiak Oil & Gas Corp (27491.000 shares)	247,162	308,174
Methanex Corp (3534.000 shares)	225,484	209,354
Ofg Bancorp (18455.000 shares)	303,876	322,018
	<u>21,767,994</u>	<u>29,991,711</u>
Registered Investment Company Funds		
PIMCO Long Duration Total Return Fund (2743046.396 shares)	29,782,260	28,774,557
Dodge & Cox Stock Fund (178215.055 shares)	19,798,174	30,095,260
Vanguard Institutional Index Fund (487722.456 shares)	53,850,523	82,561,657
	<u>103,430,957</u>	<u>141,431,474</u>
Common Commingled Trust Funds		
Bernstein (277584.685 shares)	7,781,940	9,121,710
GSCT Long Duration Plus Fi Fund (2477204.039 shares)	31,829,665	40,700,468
McKinley Capital (719677.047 shares)	9,935,411	9,536,461
Wellington Trust Company Mid-Cap (1597049.028 shares)	10,791,922	29,226,002
	<u>60,338,938</u>	<u>88,584,641</u>
Money Market Fund		
* First American Prime Obligation Fund		
CI Y (4,829,475.460 shares)	5,725,487	5,725,487
* Cash	237,215	237,215
Total investments	<u>\$ 191,500,591</u>	<u>\$ 265,970,528</u>

* Represents a party-in-interest.

ESTERLINE TECHNOLOGIES RETIREMENT PLAN**EIN: 13-2595091****PLAN #: 004****SCHEDULE H, LINE 4(j) - SCHEDULE OF REPORTABLE TRANSACTIONS****YEAR ENDED DECEMBER 31, 2013**

Transactions in excess of 5% of Plan assets:

<u>(a) Identity of party involved</u>	<u>(b) Description of asset</u>	<u>Number of Purchases</u>	<u>(c) Purchase Price</u>	<u>Number of Sales</u>	<u>(d) Selling Price</u>	<u>(g) Cost of Asset</u>	<u>(h) Current value of asset on transaction date</u>	<u>Net Gain (Loss)</u>
Category (i) - Single transactions in excess of 5% of plan assets at January 1, 2013:								
First American Cash Reserve	Prime Obligation Fund CI Y	1	\$ 21,006,635	-	\$ -	\$ -	\$ 21,006,635	\$ -
First American Cash Reserve	Prime Obligation Fund CI Y	1	21,899,041	-	-	-	21,899,041	-
First American Cash Reserve	Prime Obligation Fund CI Y	1	21,899,041	-	-	-	21,899,041	-
First American Cash Reserve	Prime Obligation Fund CI Y	-	-	1	21,899,041	21,899,041	21,899,041	-
Vanguard	Index Fund	-	-	1	21,899,041	21,899,041	21,899,041	-
Category (ii) - Series of transactions with same broker exceeds 5% of plan assets at January 1, 2013:								
Abel Noser Corporation	Abel Noser Corporation	-	\$ -	46	\$ 21,006,635	\$ 16,331,089	\$ 16,331,089	\$ 4,675,546
Category (iii) - Series of transactions in excess of 5% of plan assets at January 1, 2013:								
First American Cash Reserve	Prime Obligation Fund CI Y	232	\$ 64,827,293	180	\$ 63,931,285	\$ 63,931,285	\$ 63,931,285	\$ -
Vanguard	Institutional Index Fund	-	-	187	21,901,104	21,901,104	21,901,104	-