Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2013** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] 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 VOLUNTARY SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 02/01/1989

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

ESTERLINE TECHNOLOGIES CORPORATION

CITY CENTER BELLEVUE
500 108TH AVENUE NE, SUITE 1500
BELLEVUE, WA 98004

2b Employer Identification Number (EIN) 13-2595091

2c Sponsor's telephone number 425-453-9400

2d Business code (see instructions) 339900

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.	10/08/2014	TERESA L. SEBERT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2014	TERESA L. 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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	5279
6 Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a Active participants	**6a**	4433
b Retired or separated participants receiving benefits	**6b**	56
c Other retired or separated participants entitled to future benefits	**6c**	780
d Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	5269
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	11
f Total. Add lines **6d** and **6e**	**6f**	5280
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	5202
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	159
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2H 2J 2K 2S 2T 3F 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)
- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)
- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules
- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules
- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).	2013
Department of Labor Employee Benefits Security Administration	▶ **File as an attachment to Form 5500.**	**This Form is Open to Public Inspection.**
Pension Benefit Guaranty Corporation		

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

A Name of plan
ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ESTERLINE TECHNOLOGIES CORPORATION

D Employer Identification Number (EIN)
13-2595091

Part I Service Provider Information (see instructions)

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).. . . . . [X] Yes [ ] No

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

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

THE VANGUARD GROUP, INC.

23-1945930

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

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(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)

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 26 37 52	NONE	418568	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DODGE & COX 94-1441976	10BPS

(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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation: KPMG'S SEATTLE OFFICE IMPLEMENTED A NEW POSITION THAT THEY WOULD ONLY PERFORM RETIREMENT 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)	DFE/Participating Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	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.**	**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
ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
ESTERLINE TECHNOLOGIES CORPORATION

D Employer Identification Number (EIN)
13-2595091

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)

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TR III

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

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-2186884-024	C	53392538

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)

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
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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)	Financial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service	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).	**2013**
Department of Labor Employee Benefits Security Administration	▶ **File as an attachment to Form 5500.**	**This Form is Open to Public Inspection**
Pension Benefit Guaranty Corporation		

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

A Name of plan
ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ESTERLINE TECHNOLOGIES CORPORATION

D Employer Identification Number (EIN)
13-2595091

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	324986	609229
(2) Participant contributions	1b(2)	1144576	1156992
(3) Other	1b(3)	10729809	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	11498499	9914270
(9) Value of interest in common/collective trusts	1c(9)	54730455	53392538
(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)	221025862	301290485
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	299454187	366363514
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	299454187	366363514

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	7098734	
(B) Participants	2a(1)(B)	22211885	
(C) Others (including rollovers)	2a(1)(C)	1796574	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		31107193
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	563997	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		563997
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	7326216	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		7326216
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-339577
(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)		47698942
c Other income	2c		19908
d Total income. Add all **income** amounts in column (b) and enter total	2d		86376679

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	18732171	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	9637	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		18741808
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		25408
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	401264	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		401264
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		19168480

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		67208199
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		298872

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)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: MOSS ADAMS **(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:

		Yes	No	Amount
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.)	4a		X	
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.)	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.)	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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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?	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?	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.)	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.)	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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	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)
ESTERLINE TECHNOLOGIES RETIREMENT PLAN	13-2595091	004

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)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
ESTERLINE TECHNOLOGIES CORPORATION

D Employer Identification Number (EIN)
13-2595091

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 23-2186884 _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

Part IV ESOPs

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

MOSS-ADAMS LLP
Certified Public Accountants | Business Consultants

REPORT OF INDEPENDENT AUDITORS

To the Plan Administrator
Esterline Technologies Voluntary Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Esterline Technologies Voluntary Savings Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with 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 3, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained 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.

Praxity MEMBER
GLOBAL ALLIANCE OF INDEPENDENT FIRMS

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 Schedule

The Schedule H, Line 4(i) - Schedule of assets (held at end of year) as of December 31, 2013 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this 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

Report of Independent Auditors
and Financial Statements with
Supplemental Information for

Esterline Technologies Voluntary Savings Plan

December 31, 2013 and 2012

MOSS-ADAMS LLP

Certified Public Accountants | Business Consultants

Acumen. Agility. Answers.

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MOSS-ADAMS LLP
Certified Public Accountants | Business Consultants

REPORT OF INDEPENDENT AUDITORS

To the Plan Administrator
Esterline Technologies Voluntary Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Esterline Technologies Voluntary Savings Plan (the Plan), which comprise the statement of net assets available for benefits as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with 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 3, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained 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.

Praxity MEMBER
GLOBAL ALLIANCE OF INDEPENDENT FIRMS

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 Schedule

The Schedule H, Line 4(i) - Schedule of assets (held at end of year) as of December 31, 2013 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplementary information.

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

The form and content of the information included in the 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 VOLUNTARY SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2013	2012
ASSETS		
Participant-directed and nonparticipant directed investments, at fair value	$ 354,683,023	$ 275,756,317
Receivables		
Participants' contributions	1,156,992	1,144,576
Employer's contributions	609,229	324,986
Pending transfer from plan mergers	-	10,729,809
Notes receivable from participants	9,956,622	11,597,634
Total receivables	11,722,843	23,797,005
Total assets	366,405,866	299,553,322
Adjustment from fair value to contract value for collective trust fund investing in fully benefit-responsive investment contracts	(1,447,653)	(2,755,266)
Net assets available for benefits	$ 364,958,213	$ 296,798,056
PARTICIPANT-DIRECTED VS. NONPARTICIPANT DIRECTED (Notes 1 and 6)		
Participant-directed	$ 360,184,993	$ 291,990,206
Nonparticipant directed	4,773,220	4,807,850
Net assets available for benefits	$ 364,958,213	$ 296,798,056

See accompanying notes.

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

	Years Ended December 31,	
	2013	2012
INVESTMENT INCOME		
Net appreciation in fair value of investments in registered investment company funds	$ 47,718,850	$ 21,444,539
Interest income	968,036	1,228,355
Dividend income	7,326,216	5,055,447
Total investment income	56,013,102	27,728,341
INTEREST ON PARTICIPANT NOTES RECEIVABLE	563,997	554,234
CONTRIBUTIONS		
Participants' contributions	22,211,885	20,383,168
Employer's contributions	7,098,734	6,300,949
Rollover contributions	1,796,574	1,312,617
Total contributions	31,107,193	27,996,734
DEDUCTIONS		
Participant distributions	18,741,808	17,044,250
Participant loan and other administrative fees	401,264	296,354
Total deductions	19,143,072	17,340,604
Total increase before transfers	68,541,220	38,938,705
TRANSFERS		
Plan mergers	(21,672)	10,729,809
Interplan transfers (Note 1)	(359,391)	(488,997)
Total transfers	(381,063)	10,240,812
Net increase	68,160,157	49,179,517
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	296,798,056	247,618,539
End of year	$ 364,958,213	$ 296,798,056

See accompanying notes.

Note 1 - Description of Plan

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

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

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

Eligibility - Employees who are at least 18 years of age and who have completed three months of service are eligible for participation in the Plan beginning the first of the month following attainment of the eligibility requirement. Employees are automatically enrolled at a 6% contribution rate unless they elect otherwise.

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

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

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

Participant Contributions under Esterline Technologies Retirement Plan - Participants covered under the Final Average Pay formula of the Esterline Technologies Retirement Plan (the Retirement Plan) are required to contribute 1% of compensation to the Plan. These contributions, together with interest credited at market rates compounded annually, are reflected in the Plan's investments and total approximately $4.7 million and $4.8 million at December 31, 2013 and 2012, respectively. The average yield and crediting rate to participant accounts was approximately 1.98% and 1.56%, respectively, for 2013 and 2.22% and 1.82%, respectively, for 2012. Plan benefits related to the 1% contribution are provided under the Retirement Plan. Assets are transferred from the Plan to the Retirement Plan as needed to provide for participant distributions. These amounts are reflected as Interplan transfers on the statements of changes in net assets available for benefits.

Note 1 - Description of Plan (Continued)

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

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

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

Notes Receivable from Participant - Plan participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans are at a fixed-rate, generally for periods not to exceed ten years, against their vested account balances provided that certain conditions are met and that approval is granted by the trustees. Certain loans merged into the Plan may include grandfathered terms with longer maturity dates and/or lower interest rates. Interest is paid by the borrower at prime rate plus 2% and is retained in the borrower's account until the account balance is withdrawn. Loans are secured by the balance of the participant's account. At December 31, 2013, interest rates on participant loans ranged from 2.99% to 10.25%. The participant loans have various dates of maturities, through October 2023. In addition, loan fees are charged directly to participants' accounts.

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

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

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

Note 1 - Description of Plan (Continued)

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

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

During 2013 and 2012, forfeitures totaling approximately $171,000 and $108,000, respectively, were used to offset the Company match. At December 31, 2013 and 2012, there were approximately $55,000 and $31,000, respectively, of unallocated forfeitures.

Plan Transfers - Effective December 31, 2012, the Pacific Coast Technologies 401(k) Plan, and Souriau USA, Inc. 401(k) Plan were merged into the Plan (collectively the Merged Plans). The investments held by the Merged Plans were liquidated effective December 31, 2012 and transferred to the Plan in January 2013. Amounts transferred were recorded as receivables for the year ended December 31, 2012.

Note 2 - Significant Accounting Policies

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

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

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

Investment Valuation and Income Recognition - The Plan's investments in registered investment company funds are stated at fair value based on quoted market prices.

Note 2 - Significant Accounting Policies (Continued)

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

The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

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

The Plan's interest in the Collective Trust Fund is based on the fair value of the Collective Trust Fund's underlying investments. The effective yield and crediting rate of the trust fund was 1.56% and 2.06% for the year ended December 31, 2013 and 2.69% and 1.82% for the year ended December 31, 2012.

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

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

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.

Note 2 - Significant Accounting Policies (Continued)

The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 Quoted prices in active markets for identical investments

Level 2 Other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 Significant unobservable inputs (including the Plan's own assumptions in determining the fair value of investments)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies at December 31, 2013 or 2012.

Registered investment company funds and money market fund: Valued at the net asset value (NAV) of shares held by the Plan at year end based on quoted market prices.

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

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

The following tables summarize the fair values of the Plan's investments as of December 31, 2013 and 2012:

	2013			
	Fair Value	Level 1	Level 2	Level 3
Registered investment company funds				
S&P 500 Equity Index Fund	$ 52,853,290	$ 52,853,290	$ -	$ -
International equity	18,489,345	18,489,345	-	-
Other equity	67,812,937	67,812,937	-	-
Target Retirement Funds with Equity Exposure less than 70%	54,236,951	54,236,951	-	-
Target Retirement Funds with Equity Exposure greater than 70%	88,674,663	88,674,663	-	-
Fixed income funds	19,167,932	19,167,932	-	-
Prime Money Market Fund	55,367	55,367	-	-
	301,290,485	301,290,485	-	-
Collective trust fund - Stable Value Fund	53,392,538	-	53,392,538	-
Total	$ 354,683,023	$ 301,290,485	$ 53,392,538	$ -

Note 2 - Significant Accounting Policies (Continued)

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

Payment of Benefits - Benefits are recorded when paid.

Administrative Expenses - All plan administrative expenses (except for expenses associated with participants' loans and certain other administrative and investment fees that are borne by participants) are paid by the Plan's sponsor, Esterline Technologies Corporation, and are not included within the financial statements. Investment expenses are netted within investment earnings.

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

Note 3 - Information Certified by Trustee of the Plan

The following information included in the financial statements and supplemental schedule, as of December 31, 2013 and 2012, and for the years then ended, was provided and certified by Vanguard as complete and accurate:

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

Note 4 - Party-in-Interest and Related Party Transactions

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

Note 5 - Plan Termination

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

Note 6 - Nonparticipant Directed Assets

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

	2013	2012
Net assets		
Investment in Vanguard Retirement Savings Trust at contract value	$ 4,758,639	$ 4,789,823
Participants' contributions receivable	14,581	18,027
	$ 4,773,220	$ 4,807,850
Changes in net assets		
Participant contributions	$ 243,213	$ 261,930
Interest and dividend income	81,548	112,819
Transfer to retirement plan	(359,391)	(488,997)
	$ (34,630)	$ (114,248)

Note 7 - Tax Status

The Internal Revenue Service has determined and informed the Company by letter dated April 28, 2009 that the Plan and related trust are designed in accordance with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Subsequent to the Plan's year end, the Internal Revenue Service has determined and informed the Company by letter dated February 14, 2014 that the Plan and related trust are designed in accordance with applicable sections of the IRC.

Note 7 - Tax Status (Continued)

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 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 8 - Investments in Excess of 5% of Net Assets

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

	2013	2012
Vanguard Retirement Savings Trust	$ 53,392,538	$ 54,730,455
Vanguard Index 500 Fund	52,853,290	40,438,887
Vanguard Target Retirement 2025 Fund	31,806,698	22,015,513
Vanguard Target Retirement 2020 Fund	27,549,746	21,296,119
Vanguard Target Retirement 2030 Fund	23,886,807	15,701,295
Vanguard Total Bond Market Index Fund	19,167,932	19,821,904

Note 9 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 at December 31:

	2013	2012
Net assets available for benefits per the financial statements	$ 364,958,213	$ 296,798,056
Adjustment from fair value to contract value for collective investment trust investing in fully benefit-responsive investment contracts	1,447,653	2,755,266
Accumulated value of deemed loans	(42,352)	(99,135)
Net assets available for benefits per Form 5500	$ 366,363,514	$ 299,454,187

Note 9 - Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of net increase per the financial statements to Form 5500 at December 31:

	2013	2012
Net increase before transfers per the financial statements	$ 68,541,220	$ 38,938,705
2011 adjustment from fair value to contract value for collective investment trust investing in fully benefit-responsive investment contracts	-	(2,414,653)
2012 adjustment from fair value to contract value for collective investment trust investing in fully benefit-responsive investment contracts	(2,755,266)	2,755,266
2013 adjustment from fair value to contract value for collective investment trust investing in fully benefit-responsive investment contracts	1,447,653	-
Deemed loans during the year	(25,408)	(86,772)
Net income per Form 5500	$ 67,208,199	$ 39,192,546

In addition, the Form 5500 has other items that differ from the amounts shown on the accompanying financial statements. These differences relate to classification only and have no effect upon net assets available for benefits.

Note 10 - Subsequent Events

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

SUPPLEMENTAL INFORMATION

ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN
EIN: 13-2595091
PLAN #: 002
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
		Collective trust fund at fair value:		
*	The Vanguard Group	Retirement Savings Trust (54,730,455 units)	$ 51,944,885	$ 53,392,538
		Reistered investment company funds:		
*	The Vanguard Group	Target Retirement 2010 Fund (257,215 shares)	5,600,747	6,588,238
*	The Vanguard Group	Target Retirement 2015 Fund (918,573 shares)	14,282,986	16,769,368
*	The Vanguard Group	Target Retirement 2020 Fund (893,668 shares)	22,458,653	27,549,746
*	The Vanguard Group	Target Retirement 2025 Fund (1,619,978 shares)	25,684,709	31,806,698
*	The Vanguard Group	Target Retirement 2030 Fund (671,569 shares)	18,918,987	23,886,807
*	The Vanguard Group	Target Retirement 2035 Fund (598,464 shares)	10,519,322	13,318,983
*	The Vanguard Group	Target Retirement 2040 Fund (217,703 shares)	6,209,968	7,956,538
*	The Vanguard Group	Target Retirement 2045 Fund (298,595 shares)	5,349,530	6,872,154
*	The Vanguard Group	Target Retirement 2050 Fund (124,929 shares)	3,533,724	4,485,727
*	The Vanguard Group	Target Retirement 2055 Fund (4,375 shares)	257,947	293,965
*	The Vanguard Group	Target Retirement 2060 Fund (263 shares)	48,910	53,790
*	The Vanguard Group	Target Retirement Income (262,603 shares)	3,164,263	3,329,599
*	The Vanguard Group	Total Bond Market Index (1,787,367 shares)	19,943,121	19,167,932
*	The Vanguard Group	500 Index (309,829 shares)	40,930,796	52,853,290
*	The Vanguard Group	International Growth (132,502 shares)	9,068,202	11,131,485
*	The Vanguard Group	Small-Cap Index (182,749 shares)	8,331,990	9,540,042
*	The Vanguard Group	Windsor II (165,423 shares)	8,880,759	11,033,323
*	The Vanguard Group	Explorer (49,890 shares)	4,657,577	5,623,349
*	The Vanguard Group	Capital Opportunity (68,183 shares)	6,686,750	8,865,455
*	The Vanguard Group	Mid-Cap Index (247,941 shares)	10,420,660	11,868,298
*	The Vanguard Group	Selected Value (198,089 shares)	4,658,559	6,739,658
*	The Vanguard Group	Primecap Fund (108,896 shares)	8,638,274	11,352,394
	American Beacon	American Beacon Small Cap Value Institutional (74,621 shares)	2,216,716	2,790,418
	Dodge & Cox	Dodge & Cox International Stock (159,435 shares)	5,807,799	7,357,860
				354,627,655
		Money Market funds:		
		Prime Money Market Fund (31,243 shares)	55,368	55,368
		Participant loans:		
		2,252 loans with interest rates from 2.99% to 10.25% and maturities through October 2023	-0-	9,956,622
				$ 364,639,645

* Represents a party-in-interest.

ESTERLINE TECHNOLOGIES VOLUNTARY SAVINGS PLAN
EIN: 13-2595091
PLAN #: 002
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

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		Collective trust fund at fair value:		
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				354,627,655
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		Participant loans:		
		2,252 loans with interest rates from 2.99% to 10.25% and maturities through October 2023	-0-	9,956,622
				$ 364,639,645

* Represents a party-in-interest.