

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2014</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☐ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information				
1a Name of plan <u>BELL HELICOPTER TEXTRON MASTER RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>006</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/31/1942</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>006</u>	1c Effective date of plan <u>12/31/1942</u>	
1b Three-digit plan number (PN) ▶	<u>006</u>				
1c Effective date of plan <u>12/31/1942</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>TEXTRON INC.</u> <u>40 WESTMINSTER STREET</u> <u>PROVIDENCE, RI 02903-2525</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">2b Employer Identification Number (EIN) <u>05-0315468</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>401-421-2800</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>05-0315468</u>	2c Plan Sponsor's telephone number <u>401-421-2800</u>	2d Business code (see instructions) <u>339900</u>	
2b Employer Identification Number (EIN) <u>05-0315468</u>					
2c Plan Sponsor's telephone number <u>401-421-2800</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.	<u>07/30/2015</u>	<u>JOYCE LAFOND</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor TEXTRON INC. 40 WESTMINSTER STREET PROVIDENCE, RI 02903		3b Administrator's EIN 05-0315468
		3c Administrator's telephone number 401-421-2800
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 14927
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).		
a(1) Total number of active participants at the beginning of the plan year		6a(1) 5822
a(2) Total number of active participants at the end of the plan year		6a(2) 4947
b Retired or separated participants receiving benefits		6b 5480
c Other retired or separated participants entitled to future benefits.....		6c 2138
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 12565
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 1888
f Total. Add lines 6d and 6e		6f 14453
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 177
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 1B		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>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).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

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 BELL HELICOPTER TEXTRON MASTER RETIREMENT PLAN	B Three-digit plan number (PN) 006
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF TEXTRON INC.	D Employer Identification Number (EIN) 05-0315468

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 01 Day 01 Year 2014			
2 Assets:			
a Market value	2a	1675677102	
b Actuarial value	2b	1568586860	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	8666	962071917	962071917
b For terminated vested participants	2197	114054706	114054706
c For active participants	6242	394456131	405999607
d Total	17105	1470582754	1482126230
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	6.45%	
6 Target normal cost	6	31851933	

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.

<div>SIGN HERE</div>	<div>07/13/2015</div> <div>Signature of actuary</div> <div>JOSEPH GRONDIN</div> <div>Type or print name of actuary</div> <div>TOWERS WATSON DELAWARE INC.</div> <div>Firm name</div> <div>28411 NORTHWESTERN HIGHWAY SUITE 500 SOUTHFIELD, MI 48034</div> <div>Address of the firm</div>	<div>Date</div> <div>14-06662</div> <div>Most recent enrollment number</div> <div>248-936-7700</div> <div>Telephone number (including area code)</div>
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover 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	197993211
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	65387820
9 Amount remaining (line 7 minus line 8)	0	132605391
10 Interest on line 9 using prior year's actual return of <u>15.10</u> %	0	20023414
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.63</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
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	152628805

Part III Funding Percentages		
14 Funding target attainment percentage	14	95.53 %
15 Adjusted funding target attainment percentage	15	105.83 %
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	92.96 %
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
Totals ►			18(b)	0	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	0
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
(4) 4th		
0		

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

21 Discount rate:				
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	31851933	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	66168175	30490893	
b Waiver amortization installment		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	62342826	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	62342826	62342826
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	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; text-align: center; padding: 5px; font-weight: bold; font-size: 1.2em;">2014</div> This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan BELL HELICOPTER TEXTRON MASTER RETIREMENT PLAN	B Three-digit plan number (PN) ►	006
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 TEXTRON INC.	D Employer Identification Number (EIN) 05-0315468	

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: TEXTRON INC. MASTER TRUST

b Name of sponsor of entity listed in (a): TEXTRON, INC.

c EIN-PN 13-3380685-001	d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1727518470
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>BELL HELICOPTER TEXTRON MASTER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TEXTRON INC.</u>	D Employer Identification Number (EIN) <u>05-0315468</u>	

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)	0	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	8283254	8503523
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	1683113263	1727518470
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1691396517	1736021993

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	2353942	2026834
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2353942	2026834

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1689042575	1733995159
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Part II Income and Expense Statement

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

Income

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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		147547026
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		147547026

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	104227751	
(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)		104227751
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)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		104227751

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		43319275
l Transfers of assets:			
(1) To this plan.....	2l(1)		1633309
(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: ERNST & YOUNG LLP

(2) EIN: 34-6565596

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			
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			
e Was this plan covered by a fidelity bond?	X		10000000
4e			
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			
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		341258260
4g			
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			
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			
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			
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			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
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 2014 This Form is Open to Public Inspection.
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>BELL HELICOPTER TEXTRON MASTER RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>006</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TEXTRON INC.</u>	D Employer Identification Number (EIN) <u>05-0315468</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-2507163</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>79</u>

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

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

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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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: 51.4% Investment-Grade Debt: 26.8% High-Yield Debt: 1.6% Real Estate: 10.7% Other: 9.5%

- 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

Textron Inc.
Plan Sponsor
Bell Helicopter Textron Master Retirement Plan

We have audited the accompanying financial statements of Bell Helicopter Textron Master Retirement Plan which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Bell Helicopter Textron Master Retirement Plan at December 31, 2014 and 2013, and the changes in its net assets available for benefits for the year then ended, in conformity with U.S. generally accepted accounting principles.

July _____, 2015

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2014¹

Attained Age	Years of Credited Service															
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34	
	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	4		20		2		0		0		0		0		0	
25 - 29	2		108		106		2		0		0		0		0	
30 - 34	5		112		286		47		1		0		0		0	
35 - 39	3		99		289		100		13		1		0		0	
40 - 44	4		91		308		119		78		15		0		0	
45 - 49	4		103		316		135		110		64		35		0	
50 - 54	3		76		380		195		160		93		168		0	
55 - 59	1		64		274		147		145		82		172		39	
60 - 64	0		24		109		76		98		50		84		20	
65 - 69	0		7		47		25		29		32		31		10	
70 & Over	0		0		4		4		3		2		4		2	

¹ Does not include participants on leave or transferred participants as of January 1, 2014.

Plan Name: Bell Helicopter Textron Master Retirement Plan
 EIN / PN: 05-0315468 / 006
 Plan Sponsor: Textron Inc.
 Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Salaried Participant Data as of January 1, 2014¹

Attained Age	Years of Credited Service															
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34	
	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		2		0		0		0		0		0		0	
25 - 29	0		50	71,058	58	74,776	2		0		0		0		0	
30 - 34	0		49	82,963	211	86,718	42	94,247	0		0		0		0	
35 - 39	2		52	85,252	206	90,317	87	101,040	8		0		0		0	
40 - 44	3		39	91,270	196	97,788	95	105,837	45	138,967	6		0		0	
45 - 49	2		23	103,972	189	103,984	109	108,055	54	133,836	22	149,561	23	151,086	0	
50 - 54	0		17		260	106,481	144	110,211	79	126,659	42	139,673	102	137,896	7	
55 - 59	0		19		157	102,287	106	104,994	49	121,068	36	115,808	96	139,340	29	157,785
60 - 64	0		7		58	100,346	43	104,707	27	116,173	21	128,736	35	120,154	16	
65 - 69	0		2		22	94,243	13		9		6		9		3	
70 & Over	0		0		3		2		1		0		2		1	

¹ Does not include participants on leave or transferred participants as of January 1, 2014.

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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Statement of actuarial assumptions and methods

Economic Assumptions

Interest rate basis:

Applicable month	September
Interest rate basis	3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
First segment rate	4.99%	1.37%
Second segment rate	6.32%	4.05%
Third segment rate	6.99%	5.06%
Effective interest rate	6.45%	4.31%

Annual rates of increase

Compensation:	3.50%
Future Social Security wage bases	3.50%
Statutory limits on compensation	N/A

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 Separate rate for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2029 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2021 using Scale AA).

Plan Name: Bell Helicopter Textron Master Retirement Plan
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Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Termination

Salaried participants: Rates varying by age and service.

Representative Termination Rates

Vesting service	Rates (%)
0	15.00
1	11.00
2	11.00
3	7.00
4	7.00

Rates by age (vesting service 5+ years):

Age	Rate (%)
Under 30	6.00
30 – 34	6.00
35 – 39	4.00
40 – 44	4.00
45 – 50	4.00
50 – 54	4.00
55 +	0.00

Union participants: Rates varying by age.

Representative Termination Rates

Age	Rate (%)
Under 30	7.00
30 – 34	7.00
35 – 39	4.00
40 – 44	4.00
45 – 50	3.00
50 – 54	3.00
55 +	0.00

Disability

None assumed.

Plan Name: Bell Helicopter Textron Master Retirement Plan
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Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Retirement

Rates varying by age, average age 63.

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Salaried participants:

Percentage retiring during the year			
Age	Rate %	Age	Rate %
54	3.0	63	20.0
55	3.0	64	20.0
56	3.0	65	25.0
57	3.0	66	20.0
58	3.0	67	20.0
59	3.0	68	20.0
60	6.0	69	20.0
61	10.0	70	100.0
62	20.0		

Union participants:

Percentage retiring during the year			
Age	Rate %	Age	Rate %
54	3.0	63	20.0
55	3.0	64	20.0
56	3.0	65	25.0
57	3.0	66	25.0
58	3.0	67	25.0
59	3.0	68	20.0
60	15.0	69	20.0
61	15.0	70	100.0
62	20.0		

Plan Name: Bell Helicopter Textron Master Retirement Plan
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Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Benefit commencement date:

Preretirement death benefit	The later of the death of the active participant or the date the participant would have attained age 55
Deferred vested benefit	The later of 1) the termination of employment, or 2) age 64 (for Salaried participants), age 62 (for Salaried participants), age 62 (for Union and Non-Union participants), or age 65 (for Amarillo participants).
Disability benefit	Age 65 or pension benefits commence
Retirement benefit	Upon termination of employment

Form of payment Participants are assumed to elect the normal form.

Percent married 90% of the hourly employees are assumed to be married. For salaried employees, 85% of the males and 50% of females are assumed to be married.

Spouse age Wife three years younger than husband

Covered pay Compensation assumed paid in the year prior to the valuation date is the current base pay and target bonus, if available. Otherwise, compensation is assumed to be the prior year annualized pensionable earnings.

Retirement account balance 2% of compensation per year after January 1, 2007, accumulated with 7% interest per year

Retirement account rollover option It was assumed that participants do not roll over their account balance into the pension plan at retirement

Administrative expenses The amount included this year for plan-related expenses is \$4,300,000.

The assumed ASC 960 interest rate is the assumed net rate of return after payment of any expenses or fees charged to the plan.

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.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Methods

Valuation date First day of plan year

Funding target Present value of accrued benefits

Target normal cost Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Actuarial value of assets Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2013 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.

Benefits not valued All benefits described in the Plan Provisions section of this report were valued based on discussions with Textron regarding the likelihood that these benefits will be paid. Towers Watson has reviewed the plan provisions with Textron and, based on that review, is not aware of any significant benefits required to be valued that were not.

The plan pays small benefits in a single lump sum payment. Such lump sums are not explicitly valued as such; rather, such participant's benefits are valued using the benefit choice assumptions described above.

Change in assumptions and methods since prior valuation The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2012 to September 2013, which was subsequently revised by applying the corridors of HATFA. The 2013 valuation does reflect the provisions of HATFA.

The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

The administration expenses were decreased from \$5,000,000 in 2013 to \$4,300,000 in 2014.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

► **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 Bell Helicopter Textron Master Retirement Plan	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:70%;">B Three-digit plan number (PN) ►</td> <td style="width:30%; text-align: center;">006</td> </tr> </table>	B Three-digit plan number (PN) ►	006
B Three-digit plan number (PN) ►	006		
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Textron Inc.	D Employer Identification Number (EIN) 05-0315468		
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2014</u>			
2 Assets:			
a Market value	2a	1675677102	
b Actuarial value	2b	1568586860	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	8666	962071917	962071917
b For terminated vested participants	2197	114054706	114054706
c For active participants	6242	394456131	405999607
d Total	17105	1470582754	1482126230
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	6.45%	
6 Target normal cost	6	31851933	

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	<div style="text-align: center;"> Signature of actuary </div>	<div style="text-align: center;"> <u>7/13/2015</u> Date 1406662 Most recent enrollment number 248-936-7700 Telephone number (including area code) </div>
JOSEPH GRONDIN Type or print name of actuary TOWERS WATSON DELAWARE INC. Firm name 28411 NORTHWESTERN HIGHWAY SUITE 500 SOUTHFIELD MI 48034 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) 2014
v. 140124

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	197993211
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	65387820
9 Amount remaining (line 7 minus line 8)	0	132605391
10 Interest on line 9 using prior year's actual return of <u>15.10</u> %	0	20023414
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.63</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
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	152628805

Part III Funding Percentages

14 Funding target attainment percentage	14	95.53%
15 Adjusted funding target attainment percentage	15	105.83%
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	92.96%
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
Totals ▶			18(b)	0	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	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 4.99%	2nd segment: 6.32%	3rd segment: 6.99%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	31851933	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	66168175	30490893	
b Waiver amortization installment		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	62342826	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	62342826	62342826
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	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
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	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Textron Inc.
EIN/PN	05-0315468/006
Plan Name	Bell Helicopter Textron Master Retirement Plan
Valuation Date	January 1, 2014
Enrolled Actuary	Joseph Grondin
Enrollment Number	14-06662

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.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2014

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.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2014¹

Attained Age	Years of Credited 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	4		20		2		0		0		0		0		0		0		0	
25 - 29	2		108		106		2		0		0		0		0		0		0	
30 - 34	5		112		286		47		1		0		0		0		0		0	
35 - 39	3		99		289		100		13		1		0		0		0		0	
40 - 44	4		91		308		119		78		15		0		0		0		0	
45 - 49	4		103		316		135		110		64		35		0		0		0	
50 - 54	3		76		380		195		160		93		168		7		0		0	
55 - 59	1		64		274		147		145		82		172		39		12		0	
60 - 64	0		24		109		76		98		50		84		20		14		4	
65 - 69	0		7		47		25		29		32		31		10		13		12	
70 & Over	0		0		4		4		3		2		4		2		1		10	

¹ Does not include participants on leave or transferred participants as of January 1, 2014.

Plan Name: Bell Helicopter Textron Master Retirement Plan
 EIN / PN: 05-0315468 / 006
 Plan Sponsor: Textron Inc.
 Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Salaried Participant Data as of January 1, 2014¹

Attained Age	Years of Credited 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		2		0		0		0		0		0		0		0		0	
25 – 29	0		50	71,058	58	74,776	2		0		0		0		0		0		0	
30 – 34	0		49	82,963	211	86,718	42	94,247	0		0		0		0		0		0	
35 - 39	2		52	85,252	206	90,317	87	101,040	8		0		0		0		0		0	
40 - 44	3		39	91,270	196	97,788	95	105,837	45	138,967	6		0		0		0		0	
45 - 49	2		23	103,972	189	103,984	109	108,055	54	133,836	22	149,561	23	151,086	0		0		0	
50 - 54	0		17		260	106,481	144	110,211	79	126,659	42	139,673	102	137,896	7		0		0	
55 - 59	0		19		157	102,287	106	104,994	49	121,068	36	115,808	96	139,340	29	157,785	10		0	
60 - 64	0		7		58	100,346	43	104,707	27	116,173	21	128,736	35	120,154	16		11		4	
65 - 69	0		2		22	94,243	13		9		6		9		3		4		3	
70 & Over	0		0		3		2		1		0		2		1		0		0	

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Plan Name: Bell Helicopter Textron Master Retirement Plan
 EIN / PN: 05-0315468 / 006
 Plan Sponsor: Textron Inc.
 Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2014

	Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2014	(4,737,385)	7	(4,737,385)	(792,844)
2	Shortfall	01/01/2013	13,455,001	6	11,963,294	2,264,553
3	Shortfall	01/01/2012	(125,308,303)	5	(96,700,222)	(21,267,894)
4	Shortfall	01/01/2011	83,267,828	4	51,015,542	13,700,008
5	Shortfall	01/01/2010	217,402,197	3	104,626,946	36,587,070
Total					66,168,175	30,490,893

Plan Name: Bell Helicopter Textron Master Retirement Plan
 EIN / PN: 05-0315468 / 006
 Plan Sponsor: Textron Inc.
 Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V – Statement of actuarial assumptions and methods

Economic Assumptions

Interest rate basis:

Applicable month	September
Interest rate basis	3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
First segment rate	4.99%	1.37%
Second segment rate	6.32%	4.05%
Third segment rate	6.99%	5.06%
Effective interest rate	6.45%	4.31%

Annual rates of increase

Compensation:	3.50%
Future Social Security wage bases	3.50%
Statutory limits on compensation	N/A

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 Separate rate for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2029 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected to 2021 using Scale AA).

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Termination

Salaried participants: Rates varying by age and service.

Representative Termination Rates

Vesting service	Rates (%)
0	15.00
1	11.00
2	11.00
3	7.00
4	7.00

Rates by age (vesting service 5+ years):

Age	Rate (%)
Under 30	6.00
30 – 34	6.00
35 – 39	4.00
40 – 44	4.00
45 – 50	4.00
50 – 54	4.00
55 +	0.00

Union participants: Rates varying by age.

Representative Termination Rates

Age	Rate (%)
Under 30	7.00
30 – 34	7.00
35 – 39	4.00
40 – 44	4.00
45 – 50	3.00
50 – 54	3.00
55 +	0.00

Disability

None assumed.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Retirement

Rates varying by age, average age 63.

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below.

Salaried participants:

Percentage retiring during the year			
Age	Rate %	Age	Rate %
54	3.0	63	20.0
55	3.0	64	20.0
56	3.0	65	25.0
57	3.0	66	20.0
58	3.0	67	20.0
59	3.0	68	20.0
60	6.0	69	20.0
61	10.0	70	100.0
62	20.0		

Union participants:

Percentage retiring during the year			
Age	Rate %	Age	Rate %
54	3.0	63	20.0
55	3.0	64	20.0
56	3.0	65	25.0
57	3.0	66	25.0
58	3.0	67	25.0
59	3.0	68	20.0
60	15.0	69	20.0
61	15.0	70	100.0
62	20.0		

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Benefit commencement date:

Preretirement death benefit	The later of the death of the active participant or the date the participant would have attained age 55
Deferred vested benefit	The later of 1) the termination of employment, or 2) age 64 (for Salaried participants), age 62 (for Salaried participants), age 62 (for Union and Non-Union participants), or age 65 (for Amarillo participants).
Disability benefit	Age 65 or pension benefits commence
Retirement benefit	Upon termination of employment

Form of payment Participants are assumed to elect the normal form.

Percent married 90% of the hourly employees are assumed to be married. For salaried employees, 85% of the males and 50% of females are assumed to be married.

Spouse age Wife three years younger than husband

Covered pay Compensation assumed paid in the year prior to the valuation date is the current base pay and target bonus, if available. Otherwise, compensation is assumed to be the prior year annualized pensionable earnings.

Retirement account balance 2% of compensation per year after January 1, 2007, accumulated with 7% interest per year

Retirement account rollover option It was assumed that participants do not roll over their account balance into the pension plan at retirement

Administrative expenses The amount included this year for plan-related expenses is \$4,300,000.

The assumed ASC 960 interest rate is the assumed net rate of return after payment of any expenses or fees charged to the plan.

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.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Methods

Valuation date First day of plan year

Funding target Present value of accrued benefits

Target normal cost Present value of benefits expected to accrue during plan year plus plan-related expenses expected to be paid from plan assets during plan year.

Actuarial value of assets Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable (discounted using the effective interest rate for the 2013 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.

Benefits not valued All benefits described in the Plan Provisions section of this report were valued based on discussions with Textron regarding the likelihood that these benefits will be paid. Towers Watson has reviewed the plan provisions with Textron and, based on that review, is not aware of any significant benefits required to be valued that were not.

The plan pays small benefits in a single lump sum payment. Such lump sums are not explicitly valued as such; rather, such participant's benefits are valued using the benefit choice assumptions described above.

Change in assumptions and methods since prior valuation The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2012 to September 2013, which was subsequently revised by applying the corridors of HATFA. The 2013 valuation does reflect the provisions of HATFA.

The required mortality table used to calculate the funding target and target normal cost was updated to include one additional year of projected mortality improvements.

The administration expenses were decreased from \$5,000,000 in 2013 to \$4,300,000 in 2014.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V: Summary of principal plan provisions – Salaried Employees

Plan Provisions

Covered employees Any salaried employee or commissioned basis employee of Bell Helicopter Textron Inc. or any affiliate authorized to participate.

Participation date A covered employee begins participation on the first day of the month following date of hire.

Definitions

Vesting service Years and completed months of employment for salaried employees, including with any predecessor Employer, plus years and completed months subsequent to termination of employment as a result of total disability and prior to the earlier of age 65, death, recovery or commencement of benefits under the plan.

Pension service The sum of:

- Pension service under the terms of Part IV of the plan as it then existed as of December 31, 1975; plus
- Years and completed months of covered employment subsequent to December 31, 1975; plus
- Years and completed months of employment by a predecessor company to the extent approved by the Board of Directors; plus
- Years and completed months subsequent to termination of employment as a result of total disability and prior to the earlier of age 65, death, recovery or commencement of benefits under the plan; plus
- Any other amounts as outlined in the plan.

Compensation W-2 earnings plus Code Section 401(k) and Section 125 contributions, but not including reimbursements or other expense allowances, fringe benefits, moving expenses, other deferred compensation and welfare benefits credited or paid.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Final average earnings	Based on highest consecutive 5 calendar years of compensation during all employment with Textron.
Covered compensation	The average of the 35 Social Security wage bases ending with the year a participant terminates or retires.
Grandfathered employee	<p>A covered employee on January 1, 2007 who had:</p> <ol style="list-style-type: none">1. Attained age 60 or completed 5 years of vesting service no later than January 1, 2007 <p>and</p> <ol style="list-style-type: none">2. Earned sufficient vesting service such that the sum of the participant's age in completed years and full years of vesting service as of January 1, 2007 equals or exceeds 55.
Retirement account	<p>The sum of:</p> <ol style="list-style-type: none">1 The account balance in the Textron Retirement Account Plan <p>and</p> <ol style="list-style-type: none">2 The Actuarial Equivalent of the single sum value of all prior distributions the participant has received from such account.
Retirement account actuarial equivalence	The 1994 Group Annuity Reserving Mortality Table (unisex) and an interest rate of 7% should be used to determine the Actuarial Equivalent of a Member's Retirement Account for any purpose, except that, for purposes of projecting the Retirement Account to any age, mortality shall be disregarded.
Retirement account rollover option	The participant can roll over his entire account balance under the Textron Retirement Account Plan upon retirement into this plan. The balance is converted into an actuarial equivalent Normal Retirement pension and is reduced for early commencement consistent with post-December 31, 2006 accruals.
Normal retirement date (NRD)	Age 65

Plan Name: Bell Helicopter Textron Master Retirement Plan
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Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Monthly pension benefit

Monthly benefit is equal to the greatest of A, B, C, D or E.

- A. One-twelfth of the sum of (i) and (ii):
 - i. 1.00% of final average earnings times pension service (limited to 43.75 years) as of December 31, 2006 (Basic Pension) plus 0.50% of the difference between Final Average Earnings and 82.5% of Covered Compensation times pension service (limited to 43.75 years) as of December 31, 2006 (Additional Pension)
 - ii. 1-1/3% of Final Average Earnings times pension service earned after December 31, 2006, offset by the participant's Retirement Account expressed as an actuarially equivalent single life annuity commencing at age 65 (or, if later, his actual retirement date)
- B. For Grandfathered Employees only: one-twelfth of the sum of 1.00% of Final Average Earnings times pension service, limited to 43.75 years (Basic Pension); plus 0.50% of the difference between Final Average Earnings and 82.5% of Covered Compensation times pension service, limited to 43.75 years (Additional Pension), with any portion of such amount that is attributable to pension service earned after December 31, 2006 being offset by the participant's Retirement Account as described in A.ii.
- C. \$50 per year of pension service up to 5 years, with any portion of such amount that is attributable to pension service earned after December 31, 2006 being offset by the participant's Retirement Account as described in A.ii.
- D. Minimum monthly benefit listed on Supplement XI ("Minimum Monthly Benefits for Certain Members").
- E. The participant's monthly accrued benefit earned as of December 31, 2006.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Monthly pre-retirement death benefit 50% surviving spouse benefit that would have been payable to the spouse based on the accrued benefit at date of death. Benefits commence at the participant's earliest retirement date, or date of death if later. Unmarried participants eligible for Normal Retirement or Early Retirement may designate a non-spouse beneficiary to receive this 50% survivor annuity in the event of death before retirement, at a cost of 1/12% reduction per month of coverage.

If a plan member dies after termination of employment and is eligible for Normal Retirement, Disabled Retirement or Early Retirement, but before commencement of benefits, the beneficiary shall receive a monthly benefit for 60 months equal to the single life annuity the member could have received, but reduced for early commencement.

Post-retirement additional death benefit The beneficiary shall be eligible to receive a death benefit if the participant had not yet received 60 monthly payments. The death benefit is an annuity for the remainder of the 60-month period in the amount of the participant's single life annuity. This death benefit is in addition to any other survivor annuity under the elected form of payment

Eligibility for Benefits

Normal retirement Retirement on NRD

Early retirement The earlier of:

Age 60,

Age 55 with at least 5 years of vesting service, or

Employees hired pre 1/1/2007, age 54 with at least 10 years of vesting service, or completion of 20 years of vesting service regardless of age at termination, but with benefit commencement on or after age 54.

Disability Plan members who become disabled during employment and eligible to receive Social Security disability benefits continue to accrue pension service and vesting service until the earlier of death, recovery, age 65 or pension benefits commence.

Vested termination Termination for reasons other than death or retirement after completing five years of vesting service

Postponed retirement Retirement after NRD

Pre-retirement and post-retirement death Spouse of a participant who has completed at least 5 years of vesting service

Plan Name: Bell Helicopter Textron Master Retirement Plan
 EIN / PN: 05-0315468 / 006
 Plan Sponsor: Textron Inc.
 Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Benefits Paid Upon the Following Events

Normal retirement Monthly pension benefit determined as of NRD

Early retirement For benefits payable under monthly pension benefit sections Ai, B, D, and E, the reductions are as follows:

Age	Basic Pension Reduction Factor	Additional Pension Reduction Factor	Age	Basic Pension Reduction Factor	Additional Pension Reduction Factor
54	0.567	0.467	60	0.867	0.667
55	0.600	0.500	61	0.933	0.733
56	0.633	0.533	62	1.000	0.800
57	0.667	0.567	63	1.000	0.867
58	0.733	0.600	64	1.000	0.933
59	0.800	0.633	65	1.000	1.000

For benefits accrued on or before December 31, 2006 under monthly pension benefit section C, the Basic Pension Reduction Factor in the above table should be applied.

Members who retire before age 65 and after attaining age 62 who have completed 30 years of vesting service are entitled to the greater of 1) the Early Retirement benefit above; 2) the participant's Basic Pension Plus Additional Pension (as defined above) calculated with a maximum of 35 years of pension service, and without any reduction for early commencement.

For benefits payable under monthly pension benefit section A.ii and benefits accrued after December 31, 2006 under monthly pension benefit section C, the Normal Retirement Benefit reduced 5/12% for each month of benefit commencement before age 65.

Vested termination

Payable as a straight life annuity starting on the participant's Normal Retirement Age (age 65), equals the participant's Normal Retirement benefit. The benefit is reduced the same as the Early Retirement benefit if commenced before age 65, but no earlier than age 55 (54 for participants hired on or before December 31, 2006).

Plan Name: Bell Helicopter Textron Master Retirement Plan
 EIN / PN: 05-0315468 / 006
 Plan Sponsor: Textron Inc.
 Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment	Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. If married, on a reduced basis, a 50% joint and surviving spouse form is automatic.
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. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Benefits Valued Since Prior Year

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

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V: Summary of principal plan provisions – Union Employees

Plan Provisions

Covered employees All employees covered by the Collective Bargaining Agreements between Bell Helicopter Textron Inc., in Dallas and Tarrant Counties, Texas and UAW Locals 218 and 317, and United Plant Guard Workers of America Local 256.

Participation date Closed to new hires, rehires or transfers effective as of October 15, 2013.

Definitions

Vesting service A participant earns one year of vesting service for each calendar year of 1,000 or more hours of service, subject to a minimum of the pension service earned for that year.

Pension service A participant earns one year of service toward benefit accrual if compensated for 1,600 or more hours per calendar year, reduced pro-rata to the nearest 1/10 year for less than 1,600 hours. Such hours include all periods of time for which the participant is paid by the Company or by a member of the Controlled Group, and also all other hours as required under Department of Labor regulations.

Hours of service Such hours include all periods of time for which the Employee is paid or entitled to payment by the Company or by a member of the Controlled Group, and also all other hours as required under Department of Labor regulations.

Normal retirement date (NRD) Termination of employment on or after attaining age 65, or age 62 with 5 years of vesting service.

Monthly pension benefit \$71.00 per year of pension service.

Monthly disability benefit \$350 is payable until age 65

Monthly pre-retirement death benefit 55% survivor benefit computed as if the participant had terminated employment at the date of death, survived to age 55, or date of death, if later, and elected to commence benefits under the Normal Form of Payment, and then at that time died.

Post-retirement additional death benefit Lump sum benefit of \$6,000 is payable to the employee's designated beneficiary. This death benefit is in addition to any other survivor annuity under the elected form of payment.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Level income special allowance (LISA) Monthly benefit of \$1,000 payable until age 62. Employees who terminate or retire after December 31, 2013 will not be eligible for the Level Income Special Allowance (LISA).

Lump sum payments A payment of \$500 no later than December 15, 2009, December 15, 2010 and December 15, 2011.

Eligibility for Benefits

Normal retirement Retirement on NRD

Early retirement Age 55 with at least 5 years of vesting service

Disability Plan members who become disabled during employment and have 10 years of pension service

Vested termination Termination for reasons other than death or retirement after completing five years of vesting service

Pre-retirement and post-retirement death Spouse of a participant who has completed at least 5 years of vesting service

Level income special allowance (LISA) Participants who attain age 60 with 20 years of pension service. Employees who terminate or retire after December 31, 2013 will not be eligible for the Level Income Special Allowance (LISA).

Lump sum payments Annual lump sums will not be paid to retirees.

Postponed retirement Retirement after NRD

Benefits Paid Upon the Following Events

Normal retirement Monthly pension benefit determined as of NRD

Early retirement The monthly pension benefit is reduced from age 62 at $\frac{1}{4}\%$ per month for the first 24 months and $\frac{1}{3}\%$ thereafter. For retirements at or after age 60 with 20 or more years of pension service, the benefit is payable unreduced.

Disablement Monthly disability benefit paid until age 65

Vested termination Payable as a straight life annuity starting on the participant's Normal Retirement Age (age 62), equals the participant's Normal Retirement benefit. Benefits are reduced as described above if benefit commencement is before age 62.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment	The normal form is a single life annuity, unless married. If married, on a reduced basis, a 55% joint and surviving spouse form is automatic unless the spouse consents otherwise.
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. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Benefits Valued Since Prior Year

Closed to new hires, rehires or transfers effective as of October 15, 2013. Transfers will be eligible for the multiplier at transfer date.

Active employees retiring after January 1, 2014 will be eligible for a basic monthly pension rate of \$71 per year of Credited Service.

Employees who terminate or retire after December 31, 2013 will not be eligible for the Level Income Special Allowance (LISA).

Annual lump sums will not be paid to retirees.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V: Summary of principal plan provisions – Non-Union Employees

Plan Provisions

Covered employees Non-union hourly paid employees of Bell Helicopter Textron, Inc. in Dallas and Tarrant counties, Texas.

Participation date A covered employee begins participation on date of hire.

Definitions

Vesting service A participant earns one year of vesting service for each calendar year of 1,000 or more hours of service, subject to a minimum of the pension service earned for that year.

Pension service A participant earns one year of service toward benefit accrual if compensated for 1,600 or more hours per calendar year, reduced pro-rata to the nearest 1/10 year for less than 1,600 hours. Such hours include all periods of time for which the participant is paid by the Company or by a member of the Controlled Group, and also all other hours as required under Department of Labor regulations.

Hours of service Such hours include all periods of time for which the Employee is paid or entitled to payment by the Company or by a member of the Controlled Group, and also all other hours as required under Department of Labor regulations.

Normal retirement date (NRD) Termination of employment on or after attaining age 65, or age 62 with 10 years of vesting service.

Monthly pension benefit \$51.00 per year of pension service.

Monthly disability benefit \$350 commencing twelve months after total disability is payable until age 65

Monthly pre-retirement death benefit 55% survivor benefit computed as if the participant had terminated employment at the date of death, survived to age 55, or date of death, if later, and elected to commence benefits under the Normal Form of Payment, and then at that time died.

Post-retirement additional death benefit Lump sum benefit of \$6,000 is payable to the employee's designated beneficiary. This death benefit is in addition to any other survivor annuity under the elected form of payment.

Level income special allowance (LISA) Monthly benefit of \$800 payable until age 62.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Eligibility for benefits

Normal retirement	Retirement on NRD
Early retirement	Age 55 with at least 10 years of vesting service
Disability	Plan members who become disabled during employment and have 10 years of pension service
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Pre-retirement and post-retirement death	Spouse of a participant who has completed at least 5 years of vesting service
Level income special allowance (LISA)	Participants who attain age 60 with 20 years of pension service
Postponed retirement	Retirement as of NRD

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	The monthly pension benefit is actuarially reduced from age 62. For retirements at or after age 60 with 20 or more years of pension service, the benefit is payable unreduced.
Disablement	Monthly disability benefit commencing twelve months after total disability is payable until age 65
Vested termination	Payable as a straight life annuity starting on the participant's Normal Retirement Age (age 62). Benefits are reduced as described above if benefit commencement is before age 62.

Other Plan Provisions

Forms of payment	The normal form is a single life annuity, unless married. If married, on a reduced basis, a 55% joint and surviving spouse form is automatic unless the spouse consents otherwise.
Pension Increases	None
Plan participants' contributions	None

Plan Name: Bell Helicopter Textron Master Retirement Plan
 EIN / PN: 05-0315468 / 006
 Plan Sponsor: Textron Inc.
 Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

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. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Benefits Valued Since Prior Year

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

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V: Summary of principal plan provisions – Amarillo Employees

Plan Provisions

Covered employees Hourly-paid employees of the Amarillo, Texas Overhaul and Modification Center of Bell Helicopter Textron, Inc. are covered by this plan. Employees hired on or after September 8, 1989 are not eligible to participate.

Participation date A covered employee begins participation on date of hire.

Definitions

Vesting service The sum of:

- Vesting service, if any, at December 31, 1988, and
- One year of vesting service for each calendar year after 1988 in which the employee accumulated 1,000 or more hours of service.

Pension service The sum of:

- Pension service, if any, at December 31, 1988, and
- A fraction of a year of pension service for the period from January 1, 1989 to September 9, 1989 equal to the hours of service accumulated in such period divided by 1,600 hours of service and rounded to the nearest tenth.

Hours of service Such hours include all periods of time for which the Employee is paid or entitled to payment by the Company or by a member of the Controlled Group, and also all other hours as required under Department of Labor regulations.

Normal retirement date (NRD) First of month coinciding with or next following the attainment of age 65.

Monthly pension benefit Monthly benefit equal to \$19.00 per year of pension service. Employees as of July 1, 1975 who retire at Normal Retirement Age with 5 or more years of pension service will receive credit for at least 10 years of pension service.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Monthly disability benefit	\$250 commencing 12 months after total disability is payable until age 65
Monthly pre-retirement death benefit	55% survivor benefit computed as if the participant had terminated employment at the date of death, survived to age 55, or date of death, if later, and elected to commence benefits under the Normal Form of Payment, and at that time died.
Post-retirement additional death benefit	Lump sum benefit of \$1,500 is payable to the employee's designated beneficiary. This death benefit is in addition to any other survivor annuity under the elected form of payment.

Eligibility for benefits

Normal retirement	Retirement on NRD
Early retirement	Age 55 with at least 10 years of vesting service
Disability	Plan members who become disabled during employment and have 10 years of vesting service
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Pre-retirement and post-retirement death	Spouse of a participant who has completed at least 5 years of vesting service

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	The monthly pension benefit is actuarially reduced from age 65
Disablement	Monthly disability benefit commencing 12 months after total disability is payable until age 65
Vested termination	Payable as a straight life annuity starting on the participant's Normal Retirement Age (age 65). Benefits are reduced as described above if benefit commencement is before age 65

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment	The normal form is a single life annuity, unless married. If married, on a reduced basis, a 55% joint and surviving spouse form is automatic unless the spouse consents otherwise.
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. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Benefits Valued Since Prior Year

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

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Textron Inc.
EIN/PN	05-0315468/006
Plan Name	Bell Helicopter Textron Master Retirement Plan
Valuation Date	January 1, 2014
Enrolled Actuary	Joseph Grondin
Enrollment Number	14-06662

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.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2014

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.

Plan Name: Bell Helicopter Textron Master Retirement Plan
EIN / PN: 05-0315468 / 006
Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

FINANCIAL STATEMENTS

Bell Helicopter Textron Master Retirement Plan
Years Ended December 31, 2014 and 2013
With Report of Independent Auditors

Bell Helicopter Textron Master Retirement Plan

Financial Statements

Years Ended December 31, 2014 and 2013

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Report of Independent Auditors

Textron Inc.
Plan Sponsor
Bell Helicopter Textron Master Retirement Plan

We have audited the accompanying financial statements of Bell Helicopter Textron Master Retirement Plan which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Bell Helicopter Textron Master Retirement Plan at December 31, 2014 and 2013, and the changes in its net assets available for benefits for the year then ended, in conformity with U.S. generally accepted accounting principles.

July _____, 2015

Bell Helicopter Textron Master Retirement Plan

Statements of Net Assets Available for Benefits

	December 31	
	2014	2013
<hr/>		
Assets		
Investment in the Textron Master Trust Fund, at fair value <i>(Note 5)</i>	\$ 1,727,518,470	\$ 1,683,113,263
Prepaid benefit payments	8,503,523	8,283,254
Total assets	1,736,021,993	1,691,396,517
Liabilities		
Accrued administrative expenses	2,026,834	2,353,942
Net assets available for benefits	\$ 1,733,995,159	\$ 1,689,042,575
	<hr/>	

See accompanying notes.

Bell Helicopter Textron Master Retirement Plan

Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31	
	2014	2013
Additions		
Equity in net earnings of the Textron Master Trust Fund (Note 5)	\$ 147,547,026	\$ 224,950,669
Transfers from other plans	1,633,309	562,411
Total additions	149,180,335	225,513,080
Deductions		
Benefit payments	104,227,751	104,568,734
Net increase	44,952,584	120,944,346
Net assets available for benefits at beginning of year	1,689,042,575	1,568,098,229
Net assets available for benefits at end of year	<u>\$1,733,995,159</u>	<u>\$ 1,689,042,575</u>

See accompanying notes.

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements

December 31, 2014

1. Description of the Plan

The Bell Helicopter Textron Master Retirement Plan (the Plan) is a noncontributory defined benefit pension plan, except for Part II prior to June 1, 1991 (Note 3). The Plan covers all eligible salaried and union employees of Bell Helicopter Textron Inc. (Bell Helicopter), a wholly owned subsidiary of Textron Inc. (Textron) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). For a description of the Plan, refer to the Plan document dated January 1, 2009, which is available at the personnel office of Bell Helicopter.

The plan is a part of the Textron Retirement Program, which applies to all salaried employees and uses a structure known as a “floor-offset arrangement.” A floor-offset arrangement is comprised of both a defined benefit plan and a defined contribution plan (the Retirement Account Plan). The defined benefit plan establishes a minimum benefit accrual for each participant and is determined with reference to the participant’s account balance in the defined contribution plan (the “offset benefit”). The benefit is payable first from the participant’s vested account balance in the defined contribution plan. Then, only to the extent necessary to reach the defined benefit plan’s minimum benefit accrual, benefits are payable from the defined benefit plan. In 2014 and 2013, \$1,633,309 and \$1,937,493, respectively, were transferred into the Plan from the Retirement Account Plan.

The Plan has been closed to all new participants. This change does not impact employees or retirees currently in the Plan.

2. Significant Accounting Policies

Basis of Accounting

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

Valuation of Investments

The Plan’s investments and those investments held in the Master Trust are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 6 for further discussion of fair value measurements.

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Investments in public securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the Plan year. Public fixed income securities are also priced in this manner, assuming the bonds trade on the last business day. However, if the bond does not trade, the price is determined by third-party pricing services who consider such factors as reported prices and extent of trading activity in similar investments, quality ratings, maturity date, call provisions, and other factors in determining fair value.

Commingled trust funds are valued at the net asset value established by the trustee of the commingled fund, which is generally based on the fair value of the underlying assets. There are no redemption restrictions on these investments.

For private securities (limited partnerships), values are established by the investment managers, general partners, or external valuation services. These prices are then updated by the investment manager, Hamilton Lane, to reflect cash flow during the period between the date of the valuation and the pricing date. The cash flow adjusted prices are then reported to the trustee. The trustee takes direction from the Plan's investment managers who, when pricing the underlying assets within their fund, consider such factors as investment type, reported prices, and extent of trading activity in similar investments, company fundamentals, quality ratings, maturity date, call provisions, and changes in economic conditions relating to the investment in estimating fair value.

Valuations of equity investments in real estate are estimated by the Plan's external real estate manager, Core and Value Advisors LLC, on an annual basis and at least once every three years by a qualified third-party appraiser. These valuations are approved by Textron management. Factors such as real estate type, market conditions, property performance, valuation of comparable properties, and consultations with external real estate advisors are considered in determining fair value.

Hedge fund investment funds invest in a portfolio of funds that are not publicly traded and are managed by various portfolio managers. They are valued on the basis of the most recent price or valuation provided by the fund manager. The hedge fund investments can be redeemed quarterly with advance notice. There were no restrictions on redeeming the investments at December 31, 2014, although the hedge fund manager could restrict redemptions in the future.

Income Recognition

Purchases and sales of securities are recorded on the trade date. Gains and losses on the sale of investments are determined based on the average cost of the investment.

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned on an accrual basis.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (Note 9) are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries and (b) present employees or their beneficiaries. Benefits for retired or terminated employees or their beneficiaries are based on a formula, which includes compensation, as defined in the Plan documents, and years of credited service. 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 accumulated plan benefit information is presented at the beginning of each Plan year.

The interest rate used to determine accumulated plan benefits is adjusted to reflect administrative expenses paid by the Plan.

Administrative Expenses

Administrative expenses consist of investment advisor fees, actuarial fees, custodial fees, Pension Benefit Guaranty Corporation (PBGC) premiums, consulting fees, legal fees, auditing fees, and other professional services fees. During 2014 and 2013, Textron paid a portion of these fees on behalf of the Plan in accordance with the Plan document.

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 amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

2. Significant Accounting Policies (continued)

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation. U.S. Treasury bonds are traded and quoted on the open market which resulted in a change in the prior year classification from Level 2 to Level 1 within the fair value hierarchy table.

Subsequent Events

Management evaluated subsequent events for the Plan through July _____, 2015, the date the financial statements were available to be issued.

3. Funding Policy and Benefit Payments

Textron contributes such amounts as are sufficient to meet minimum funding requirements as set forth in employee benefit and tax law amounts as we may determine to be appropriate. The Plan has met the ERISA minimum funding requirements for 2014 and 2013.

Prior to June 1, 1991, employee contributions consisted of amounts that were required from Part II employees hired prior to July 1, 1972 and who had not elected to participate in the non-contributory portion of the Plan. Employee contributions were determined by a schedule, graded by age at the time of joining the Plan. Contributions were approximately 4% of total earnings for those joining at age 50 and graded down to approximately 2% for those joining at age 35 or younger. Accumulated employee contributions of active participants, including interest at a rate of 9%, amounted to approximately \$10.33 million and \$10.42 million at December 31, 2014 and 2013, respectively. Since June 1, 1991, employee contributions for former Part II employees have been eliminated.

4. Plan Termination

Should the Plan terminate at some future time, its net assets may generally not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guarantee, while other benefits may not be provided for at all.

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

5. Investment in the Textron Master Trust Fund

Information about the PBGC's benefit guarantee is available in the Summary Plan Description, which is available at the personnel office of Bell Helicopter.

The investments of the Plan are held in the Textron Master Trust Fund (the Master Trust), which also holds the assets of other Textron-sponsored pension plans. The Plan is administered under the terms of a Trust Agreement, dated March 1, 2011 with BNY Mellon. Investment income and changes in unrealized gain or loss on investments of the Master Trust are allocated monthly among the participating plans in proportion to the adjusted market value of the Master Trust attributable to each plan, as determined by BNY Mellon. The adjusted market value is calculated by adding to the market value at the end of the previous period the contributions and income received for each plan during the period and subtracting benefit payments and expenses for each plan during the period. On this basis, 27.34% and 29.42% of the Master Trust's net assets were attributed to the Plan as of December 31, 2014 and 2013, respectively. Fair market value for each type of investment is determined as discussed in Note 6, Fair Value Measurements.

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

5. Investment in the Textron Master Trust Fund (continued)

In July 2014, assets of the Hawker Beechcraft Corporate Retirement Income Plan for Hourly Paid Employees totaling \$407 million were merged into the Master Trust.

The net assets of the Master Trust at December 31 are as follows:

	2014	2013
Investments in securities:		
Common stock	\$ 2,259,036,644	\$ 1,975,317,235
Exchange traded funds	4,113,134	4,333,498
Government bonds	892,517,033	852,564,501
Corporate bonds	921,012,783	662,023,467
Short-term investment funds	181,113,295	127,422,628
Investments in partnerships, real estate and other:		
Commingled funds	797,671,869	1,080,351,514
Private equity partnerships	383,518,464	326,378,529
Real estate	686,095,393	502,359,558
Hedge funds	178,587,532	174,592,145
Other	4,040,853	3,957,552
Total investments	6,307,707,000	5,709,300,627
Interest and dividends receivable	19,430,269	17,774,369
Net payable for security purchases	(9,040,654)	(6,615,887)
	<u>\$ 6,318,096,615</u>	<u>\$ 5,720,459,109</u>

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

5. Investment in the Textron Master Trust Fund (continued)

During 2014 and 2013, the investments of the Master Trust (including investments bought, sold, as well as held during the year) appreciated (depreciated), as follows:

	2014	2013
Investments in securities:		
Common stock	\$ 106,588,964	\$ 484,019,864
Exchange traded funds	908,907	720,927
Government bonds	95,630,807	(112,269,756)
Corporate bonds	56,133,031	(47,328,869)
Short-term investment funds	(11,808)	(16,632)
Investments in partnerships, real estate and other:		
Commingled funds	80,895,509	217,994,097
Private equity partnerships	16,201,108	49,434,737
Real estate	38,141,062	50,437,409
Hedge funds	3,995,387	15,553,890
Other	(47,023,623)	(12,942,078)
	<u>\$ 351,459,344</u>	<u>\$ 645,603,589</u>

During 2014 and 2013, interest and dividend income earned by the Master Trust was \$160,014,186 and \$116,297,311, respectively. Other income for 2014 and 2013 was \$43,858,896 and \$38,659,889, respectively.

Included in the net earnings of the Master Trust were the Plan's share of administrative expenses of \$11,843,598 and \$12,011,971 for 2014 and 2013, respectively.

Certain Master Trust investments require additional capital commitments. The callable commitments associated with these investments amounted to \$375,668,302 at December 31, 2014.

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements

Accounting Standards Codification (ASC) 820, Fair Value Measurement, defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). ASC 820 includes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (i.e., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based upon the lowest level input that is significant to the fair value measurement in its entirety.

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets carried at fair value as of December 31, 2014:

	Level 1	Level 2	Level 3
Common stock:			
Domestic	\$1,372,674,259	\$ —	\$ —
Foreign	885,120,967	—	—
Preferred shares	1,241,418	—	—
Exchange traded funds:			
Equities	4,113,134	—	—
Government bonds:			
Government agencies	—	344,718,543	—
Treasury notes/bonds	547,798,490	—	—
Corporate bonds:			
Asset-backed securities	—	110,252,637	—
Other corporate bonds	—	810,760,146	—
Short-term investment funds	—	181,113,295	—
Commingled funds:			
Domestic	—	545,155,064	—
Foreign	—	252,516,805	—
Private equity partnerships	—	—	383,518,464
Real estate	—	—	686,095,393
Hedge funds	—	—	178,587,532
Other	—	4,040,853	—
Total assets at fair value	\$ 2,810,948,268	\$ 2,248,557,343	\$ 1,248,201,389

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets carried at fair value as of December 31, 2013:

	Level 1	Level 2	Level 3
Common stock:			
Domestic	\$ 1,135,807,667	\$ —	\$ —
Foreign	837,975,205	—	—
Preferred shares	1,534,363	—	—
Exchange traded funds:			
Equities	4,333,498	—	—
Government bonds:			
Government agencies	—	464,141,852	—
Treasury notes/bonds	388,422,649	—	—
Corporate bonds:			
Asset-backed securities	—	153,058,296	—
Other corporate bonds	—	508,965,171	—
Short-term investment funds	—	127,422,628	—
Commingled funds:			
Domestic	—	822,197,498	—
Foreign	—	258,154,016	—
Private equity partnerships	—	—	326,378,529
Real estate	—	—	502,359,558
Hedge funds	—	—	174,592,145
Other	—	3,957,552	—
Total assets at fair value	\$ 2,368,073,382	\$ 2,337,897,013	\$ 1,003,330,232

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

The table below sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the year ended December 31, 2014:

	Real Estate	Private Equity Partnerships	Hedge Fund
Balance, beginning of year	\$ 502,359,558	\$ 326,378,529	\$ 174,592,145
Unrealized gains (losses) relating to instruments still held at the reporting date	10,226,677	(25,115,198)	3,995,387
Realized gains	27,914,385	41,316,306	—
Purchases	239,195,707	148,360,640	—
Sales	(93,600,934)	(107,421,813)	—
Balance, end of year	<u>\$ 686,095,393</u>	<u>\$ 383,518,464</u>	<u>\$ 178,587,532</u>

The table below sets forth a summary of changes in the fair value of the Master Trust's Level 3 assets for the year ended December 31, 2013:

	Real Estate	Private Equity Partnerships	Hedge Fund
Balance, beginning of year	\$ 474,247,538	\$ 319,131,882	\$ 104,038,255
Unrealized gains (losses) relating to instruments still held at the reporting date	27,307,231	5,557,911	15,553,890
Realized gains	23,130,177	43,876,826	—
Purchases	48,122,228	58,609,174	55,000,000
Sales	(70,447,616)	(100,797,264)	—
Balance, end of year	<u>\$ 502,359,558</u>	<u>\$ 326,378,529</u>	<u>\$ 174,592,145</u>

Valuation Methodologies Used for Assets Measured at Fair Value

Common stock and exchange traded funds are traded and quoted on an open market and are valued at their quoted market price.

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

Short-term investment funds consist of cash, which is swept nightly into an institutional equivalent of a money market fund, for which the cash earns interest. These investments are valued at their cost basis plus accrued interest. The accrued interest is an observable input, but is not quoted on an active market. Therefore, we have classified these assets as Level 2 measurements.

Government bonds include bonds issued by various government entities such as FNMA, FHLMC, and the U.S. Treasury, as well as a small number of municipalities. Corporate bonds include debt issued by corporate entities. U.S. Treasury bonds are traded and quoted on an active market and are valued at their quoted market price. These investments were classified as Level 2 fair value measurements in 2013. The table above has been revised to properly reflect these investments as Level 1. Government Agency bonds, Municipal bonds and Corporate bonds are traded using brokers that make the market, and price the bonds using published historical transactions for similar securities and a matrix pricing model. These inputs are observable, although the investments are not quoted on an active market. Therefore, we have classified these assets as Level 2 measurements.

Common collective trusts, which are categorized as commingled funds on the previous tables, are funds which are not quoted on an active market. The objective is to maintain a diversified portfolio of publicly traded securities which seek to achieve long term capital appreciation. The underlying investments are quoted in an active market, and thus, we consider these investments to have observable inputs for valuation (Level 2).

Partnerships and joint venture interests and real estate investments are valued by various valuation specialists using assumptions that we believe are consistent with those that would be used by a market participant in valuing the asset. The valuation specialists include MAI-certified appraisers, fund managers, and various other consultants. The fair value is based upon the Plan's proportionate interest in the underlying partnership or fund's net asset value (NAV), which is deemed to approximate fair value. The objective of these assets is to provide diversification and long-term capital appreciation. The Plan is generally unable to liquidate these investments during the term of the partnership or fund, which range from 10 to 15 years. As such, we have classified these assets as Level 3 measurements.

Hedge funds represent an investment in a diversified fund of hedge funds of which Textron is the sole investor. The fund of hedge funds seeks to achieve long term capital appreciation and low volatility through investments in a portfolio of funds that are not publicly traded and are managed by various portfolio managers. Investments in portfolio funds are typically valued on the basis of the most recent price or valuation provided by the relevant fund's administrator. The

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

6. Fair Value Measurements (continued)

administrator for the fund of hedge funds aggregates these valuations with the other assets and liabilities to calculate the NAV of the fund of hedge funds. Because these investments are valued using various market techniques, which require assumptions to be made about the assumptions market participants would use in valuing the assets, the inputs to the fair value calculation of these assets are considered Level 3.

7. Risks and Uncertainties

Through the Master Trust, the Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and those 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 estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

8. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service (IRS), dated June 19, 2014, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and therefore the related trust and Master Trust are exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. Subsequent to this determination by the IRS, the plan was amended. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the code and therefore believes that the Plan, as amended, is qualified and the related trust is tax exempt.

Accounting principles generally accepted in the United States require plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

8. Income Tax Status

penalties related to uncertain tax positions. 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 2011.

9. Accumulated Plan Benefits

An actuary from Towers Watson estimates the actuarial present value of accumulated plan benefits for the Plan, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The accumulated plan benefit information, as of December 31, 2013, is as follows:

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$ 885,922,793
Other participants	439,701,704
Total vested benefits	1,325,624,497
Nonvested benefits	10,004,574
Total actuarial present value of accumulated plan benefits	<u>\$ 1,335,629,071</u>

Changes in the actuarial present value of accumulated plan benefits are as follows:

Actuarial present value of accumulated plan benefits at	
December 31, 2012	\$ 1,272,379,344
Increase (decrease) during the year attributed to:	
Increase for interest due to the decrease in the discount period	96,443,344
Benefits accumulated	25,235,917
Actuarial losses	13,964,414
Benefits paid	(106,370,041)
Change of assumptions	27,023,878
Plan amendments	6,952,215
Actuarial present value of accumulated plan benefits at	
December 31, 2013	<u>\$ 1,335,629,071</u>

Bell Helicopter Textron Master Retirement Plan

Notes to Financial Statements (continued)

9. Accumulated Plan Benefits (continued)

The \$27,023,878 change of assumptions amount is primarily related to the change from the using the 2013 PPA statutory mortality table to the 2014 table with modified MP 2014 mortality improvement.

The \$6,952,215 plan amendment change is primarily due to the net of the following changes:

- 1) Active employees retiring after January 1, 2014 will be eligible for a basic monthly pension of \$71 per year of credited service compared to the previous rate of \$67 per year.
- 2) Employees who terminate or retire after December 31, 2013 will not be eligible for the Level Income Special Allowance (LISA).

Significant assumptions underlying the actuarial computations are as follows:

Assumed rate of return on investments	7.75 % for 2013 valuation.
Mortality	Separate rates for non-annuitants (based on RP-2000 "Employees" table without collar or amount adjustments, projected to 2028 using Scale AA) and annuitants (based on RP-2000 "Healthy Annuitants" table without collar or amount adjustments, projected 2020 using Scale AA).
Retirement	Weighted average age of 63

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

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V: Summary of principal plan provisions – Salaried Employees

Plan Provisions

Covered employees Any salaried employee or commissioned basis employee of Bell Helicopter Textron Inc. or any affiliate authorized to participate.

Participation date A covered employee begins participation on the first day of the month following date of hire.

Definitions

Vesting service Years and completed months of employment for salaried employees, including with any predecessor Employer, plus years and completed months subsequent to termination of employment as a result of total disability and prior to the earlier of age 65, death, recovery or commencement of benefits under the plan.

Pension service The sum of:

- Pension service under the terms of Part IV of the plan as it then existed as of December 31, 1975; plus
- Years and completed months of covered employment subsequent to December 31, 1975; plus
- Years and completed months of employment by a predecessor company to the extent approved by the Board of Directors; plus
- Years and completed months subsequent to termination of employment as a result of total disability and prior to the earlier of age 65, death, recovery or commencement of benefits under the plan; plus
- Any other amounts as outlined in the plan.

Compensation W-2 earnings plus Code Section 401(k) and Section 125 contributions, but not including reimbursements or other expense allowances, fringe benefits, moving expenses, other deferred compensation and welfare benefits credited or paid.

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Final average earnings	Based on highest consecutive 5 calendar years of compensation during all employment with Textron.
Covered compensation	The average of the 35 Social Security wage bases ending with the year a participant terminates or retires.
Grandfathered employee	<p>A covered employee on January 1, 2007 who had:</p> <ol style="list-style-type: none">1. Attained age 60 or completed 5 years of vesting service no later than January 1, 2007 <p>and</p> <ol style="list-style-type: none">2. Earned sufficient vesting service such that the sum of the participant's age in completed years and full years of vesting service as of January 1, 2007 equals or exceeds 55.
Retirement account	<p>The sum of:</p> <ol style="list-style-type: none">1 The account balance in the Textron Retirement Account Plan <p>and</p> <ol style="list-style-type: none">2 The Actuarial Equivalent of the single sum value of all prior distributions the participant has received from such account.
Retirement account actuarial equivalence	The 1994 Group Annuity Reserving Mortality Table (unisex) and an interest rate of 7% should be used to determine the Actuarial Equivalent of a Member's Retirement Account for any purpose, except that, for purposes of projecting the Retirement Account to any age, mortality shall be disregarded.
Retirement account rollover option	The participant can roll over his entire account balance under the Textron Retirement Account Plan upon retirement into this plan. The balance is converted into an actuarial equivalent Normal Retirement pension and is reduced for early commencement consistent with post-December 31, 2006 accruals.
Normal retirement date (NRD)	Age 65

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Monthly pension benefit

Monthly benefit is equal to the greatest of A, B, C, D or E.

- A. One-twelfth of the sum of (i) and (ii):
 - i. 1.00% of final average earnings times pension service (limited to 43.75 years) as of December 31, 2006 (Basic Pension) plus 0.50% of the difference between Final Average Earnings and 82.5% of Covered Compensation times pension service (limited to 43.75 years) as of December 31, 2006 (Additional Pension)
 - ii. 1-1/3% of Final Average Earnings times pension service earned after December 31, 2006, offset by the participant's Retirement Account expressed as an actuarially equivalent single life annuity commencing at age 65 (or, if later, his actual retirement date)
- B. For Grandfathered Employees only: one-twelfth of the sum of 1.00% of Final Average Earnings times pension service, limited to 43.75 years (Basic Pension); plus 0.50% of the difference between Final Average Earnings and 82.5% of Covered Compensation times pension service, limited to 43.75 years (Additional Pension), with any portion of such amount that is attributable to pension service earned after December 31, 2006 being offset by the participant's Retirement Account as described in A.ii.
- C. \$50 per year of pension service up to 5 years, with any portion of such amount that is attributable to pension service earned after December 31, 2006 being offset by the participant's Retirement Account as described in A.ii.
- D. Minimum monthly benefit listed on Supplement XI ("Minimum Monthly Benefits for Certain Members").
- E. The participant's monthly accrued benefit earned as of December 31, 2006.

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Monthly pre-retirement death benefit 50% surviving spouse benefit that would have been payable to the spouse based on the accrued benefit at date of death. Benefits commence at the participant's earliest retirement date, or date of death if later. Unmarried participants eligible for Normal Retirement or Early Retirement may designate a non-spouse beneficiary to receive this 50% survivor annuity in the event of death before retirement, at a cost of 1/12% reduction per month of coverage.

If a plan member dies after termination of employment and is eligible for Normal Retirement, Disabled Retirement or Early Retirement, but before commencement of benefits, the beneficiary shall receive a monthly benefit for 60 months equal to the single life annuity the member could have received, but reduced for early commencement.

Post-retirement additional death benefit The beneficiary shall be eligible to receive a death benefit if the participant had not yet received 60 monthly payments. The death benefit is an annuity for the remainder of the 60-month period in the amount of the participant's single life annuity. This death benefit is in addition to any other survivor annuity under the elected form of payment

Eligibility for Benefits

Normal retirement Retirement on NRD

Early retirement The earlier of:

Age 60,

Age 55 with at least 5 years of vesting service, or

Employees hired pre 1/1/2007, age 54 with at least 10 years of vesting service, or completion of 20 years of vesting service regardless of age at termination, but with benefit commencement on or after age 54.

Disability Plan members who become disabled during employment and eligible to receive Social Security disability benefits continue to accrue pension service and vesting service until the earlier of death, recovery, age 65 or pension benefits commence.

Vested termination Termination for reasons other than death or retirement after completing five years of vesting service

Postponed retirement Retirement after NRD

Pre-retirement and post-retirement death Spouse of a participant who has completed at least 5 years of vesting service

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Benefits Paid Upon the Following Events

Normal retirement Monthly pension benefit determined as of NRD

Early retirement For benefits payable under monthly pension benefit sections Ai, B, D, and E, the reductions are as follows:

Age	Basic Pension Reduction Factor	Additional Pension Reduction Factor	Age	Basic Pension Reduction Factor	Additional Pension Reduction Factor
54	0.567	0.467	60	0.867	0.667
55	0.600	0.500	61	0.933	0.733
56	0.633	0.533	62	1.000	0.800
57	0.667	0.567	63	1.000	0.867
58	0.733	0.600	64	1.000	0.933
59	0.800	0.633	65	1.000	1.000

For benefits accrued on or before December 31, 2006 under monthly pension benefit section C, the Basic Pension Reduction Factor in the above table should be applied.

Members who retire before age 65 and after attaining age 62 who have completed 30 years of vesting service are entitled to the greater of 1) the Early Retirement benefit above; 2) the participant's Basic Pension Plus Additional Pension (as defined above) calculated with a maximum of 35 years of pension service, and without any reduction for early commencement.

For benefits payable under monthly pension benefit section A.ii and benefits accrued after December 31, 2006 under monthly pension benefit section C, the Normal Retirement Benefit reduced 5/12% for each month of benefit commencement before age 65.

Vested termination

Payable as a straight life annuity starting on the participant's Normal Retirement Age (age 65), equals the participant's Normal Retirement benefit. The benefit is reduced the same as the Early Retirement benefit if commenced before age 65, but no earlier than age 55 (54 for participants hired on or before December 31, 2006).

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Other Plan Provisions

Forms of payment	Monthly pension benefits are paid as described above as a life annuity, if the participant has no spouse as of the date payments begin, or if the participant so elects. If married, on a reduced basis, a 50% joint and surviving spouse form is automatic.
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. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Benefits Valued Since Prior Year

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

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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V: Summary of principal plan provisions – Union Employees

Plan Provisions

Covered employees All employees covered by the Collective Bargaining Agreements between Bell Helicopter Textron Inc., in Dallas and Tarrant Counties, Texas and UAW Locals 218 and 317, and United Plant Guard Workers of America Local 256.

Participation date Closed to new hires, rehires or transfers effective as of October 15, 2013.

Definitions

Vesting service A participant earns one year of vesting service for each calendar year of 1,000 or more hours of service, subject to a minimum of the pension service earned for that year.

Pension service A participant earns one year of service toward benefit accrual if compensated for 1,600 or more hours per calendar year, reduced pro-rata to the nearest 1/10 year for less than 1,600 hours. Such hours include all periods of time for which the participant is paid by the Company or by a member of the Controlled Group, and also all other hours as required under Department of Labor regulations.

Hours of service Such hours include all periods of time for which the Employee is paid or entitled to payment by the Company or by a member of the Controlled Group, and also all other hours as required under Department of Labor regulations.

Normal retirement date (NRD) Termination of employment on or after attaining age 65, or age 62 with 5 years of vesting service.

Monthly pension benefit \$71.00 per year of pension service.

Monthly disability benefit \$350 is payable until age 65

Monthly pre-retirement death benefit 55% survivor benefit computed as if the participant had terminated employment at the date of death, survived to age 55, or date of death, if later, and elected to commence benefits under the Normal Form of Payment, and then at that time died.

Post-retirement additional death benefit Lump sum benefit of \$6,000 is payable to the employee's designated beneficiary. This death benefit is in addition to any other survivor annuity under the elected form of payment.

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Level income special allowance (LISA) Monthly benefit of \$1,000 payable until age 62. Employees who terminate or retire after December 31, 2013 will not be eligible for the Level Income Special Allowance (LISA).

Lump sum payments A payment of \$500 no later than December 15, 2009, December 15, 2010 and December 15, 2011.

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	Age 55 with at least 5 years of vesting service
Disability	Plan members who become disabled during employment and have 10 years of pension service
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Pre-retirement and post-retirement death	Spouse of a participant who has completed at least 5 years of vesting service
Level income special allowance (LISA)	Participants who attain age 60 with 20 years of pension service. Employees who terminate or retire after December 31, 2013 will not be eligible for the Level Income Special Allowance (LISA).
Lump sum payments	Annual lump sums will not be paid to retirees.
Postponed retirement	Retirement after NRD

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	The monthly pension benefit is reduced from age 62 at ¼% per month for the first 24 months and ⅓% thereafter. For retirements at or after age 60 with 20 or more years of pension service, the benefit is payable unreduced.
Disablement	Monthly disability benefit paid until age 65
Vested termination	Payable as a straight life annuity starting on the participant's Normal Retirement Age (age 62), equals the participant's Normal Retirement benefit. Benefits are reduced as described above if benefit commencement is before age 62.

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 Valuation Date: January 1, 2014

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Other Plan Provisions

Forms of payment	The normal form is a single life annuity, unless married. If married, on a reduced basis, a 55% joint and surviving spouse form is automatic unless the spouse consents otherwise.
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. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Benefits Valued Since Prior Year

Closed to new hires, rehires or transfers effective as of October 15, 2013. Transfers will be eligible for the multiplier at transfer date.

Active employees retiring after January 1, 2014 will be eligible for a basic monthly pension rate of \$71 per year of Credited Service.

Employees who terminate or retire after December 31, 2013 will not be eligible for the Level Income Special Allowance (LISA).

Annual lump sums will not be paid to retirees.

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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V: Summary of principal plan provisions – Non-Union Employees

Plan Provisions

Covered employees Non-union hourly paid employees of Bell Helicopter Textron, Inc. in Dallas and Tarrant counties, Texas.

Participation date A covered employee begins participation on date of hire.

Definitions

Vesting service A participant earns one year of vesting service for each calendar year of 1,000 or more hours of service, subject to a minimum of the pension service earned for that year.

Pension service A participant earns one year of service toward benefit accrual if compensated for 1,600 or more hours per calendar year, reduced pro-rata to the nearest 1/10 year for less than 1,600 hours. Such hours include all periods of time for which the participant is paid by the Company or by a member of the Controlled Group, and also all other hours as required under Department of Labor regulations.

Hours of service Such hours include all periods of time for which the Employee is paid or entitled to payment by the Company or by a member of the Controlled Group, and also all other hours as required under Department of Labor regulations.

Normal retirement date (NRD) Termination of employment on or after attaining age 65, or age 62 with 10 years of vesting service.

Monthly pension benefit \$51.00 per year of pension service.

Monthly disability benefit \$350 commencing twelve months after total disability is payable until age 65

Monthly pre-retirement death benefit 55% survivor benefit computed as if the participant had terminated employment at the date of death, survived to age 55, or date of death, if later, and elected to commence benefits under the Normal Form of Payment, and then at that time died.

Post-retirement additional death benefit Lump sum benefit of \$6,000 is payable to the employee's designated beneficiary. This death benefit is in addition to any other survivor annuity under the elected form of payment.

Level income special allowance (LISA) Monthly benefit of \$800 payable until age 62.

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Valuation Date: January 1, 2014

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Eligibility for benefits

Normal retirement	Retirement on NRD
Early retirement	Age 55 with at least 10 years of vesting service
Disability	Plan members who become disabled during employment and have 10 years of pension service
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Pre-retirement and post-retirement death	Spouse of a participant who has completed at least 5 years of vesting service
Level income special allowance (LISA)	Participants who attain age 60 with 20 years of pension service
Postponed retirement	Retirement as of NRD

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	The monthly pension benefit is actuarially reduced from age 62. For retirements at or after age 60 with 20 or more years of pension service, the benefit is payable unreduced.
Disablement	Monthly disability benefit commencing twelve months after total disability is payable until age 65
Vested termination	Payable as a straight life annuity starting on the participant's Normal Retirement Age (age 62). Benefits are reduced as described above if benefit commencement is before age 62.

Other Plan Provisions

Forms of payment	The normal form is a single life annuity, unless married. If married, on a reduced basis, a 55% joint and surviving spouse form is automatic unless the spouse consents otherwise.
Pension Increases	None
Plan participants' contributions	None

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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. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Benefits Valued Since Prior Year

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

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Valuation Date: January 1, 2014

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Schedule SB, Part V: Summary of principal plan provisions – Amarillo Employees

Plan Provisions

Covered employees Hourly-paid employees of the Amarillo, Texas Overhaul and Modification Center of Bell Helicopter Textron, Inc. are covered by this plan. Employees hired on or after September 8, 1989 are not eligible to participate.

Participation date A covered employee begins participation on date of hire.

Definitions

Vesting service The sum of:

- Vesting service, if any, at December 31, 1988, and
- One year of vesting service for each calendar year after 1988 in which the employee accumulated 1,000 or more hours of service.

Pension service The sum of:

- Pension service, if any, at December 31, 1988, and
- A fraction of a year of pension service for the period from January 1, 1989 to September 9, 1989 equal to the hours of service accumulated in such period divided by 1,600 hours of service and rounded to the nearest tenth.

Hours of service Such hours include all periods of time for which the Employee is paid or entitled to payment by the Company or by a member of the Controlled Group, and also all other hours as required under Department of Labor regulations.

Normal retirement date (NRD) First of month coinciding with or next following the attainment of age 65.

Monthly pension benefit Monthly benefit equal to \$19.00 per year of pension service. Employees as of July 1, 1975 who retire at Normal Retirement Age with 5 or more years of pension service will receive credit for at least 10 years of pension service.

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Monthly disability benefit	\$250 commencing 12 months after total disability is payable until age 65
Monthly pre-retirement death benefit	55% survivor benefit computed as if the participant had terminated employment at the date of death, survived to age 55, or date of death, if later, and elected to commence benefits under the Normal Form of Payment, and at that time died.
Post-retirement additional death benefit	Lump sum benefit of \$1,500 is payable to the employee's designated beneficiary. This death benefit is in addition to any other survivor annuity under the elected form of payment.

Eligibility for benefits

Normal retirement	Retirement on NRD
Early retirement	Age 55 with at least 10 years of vesting service
Disability	Plan members who become disabled during employment and have 10 years of vesting service
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service
Pre-retirement and post-retirement death	Spouse of a participant who has completed at least 5 years of vesting service

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit determined as of NRD
Early retirement	The monthly pension benefit is actuarially reduced from age 65
Disablement	Monthly disability benefit commencing 12 months after total disability is payable until age 65
Vested termination	Payable as a straight life annuity starting on the participant's Normal Retirement Age (age 65). Benefits are reduced as described above if benefit commencement is before age 65

Plan Name: Bell Helicopter Textron Master Retirement Plan
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Plan Sponsor: Textron Inc.
Valuation Date: January 1, 2014

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Other Plan Provisions

Forms of payment	The normal form is a single life annuity, unless married. If married, on a reduced basis, a 55% joint and surviving spouse form is automatic unless the spouse consents otherwise.
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. Towers Watson is not aware of any future plan changes which are required to be reflected.

Changes in Benefits Valued Since Prior Year

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

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SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32 Schedule of Amortization Bases as of January 1, 2014

	Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2014	(4,737,385)	7	(4,737,385)	(792,844)
2	Shortfall	01/01/2013	13,455,001	6	11,963,294	2,264,553
3	Shortfall	01/01/2012	(125,308,303)	5	(96,700,222)	(21,267,894)
4	Shortfall	01/01/2011	83,267,828	4	51,015,542	13,700,008
5	Shortfall	01/01/2010	217,402,197	3	104,626,946	36,587,070
Total					66,168,175	30,490,893

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