

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</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.)
	☒ a single-employer plan ☐ a DFE (specify) ____
B	This return/report is: ☐ the first return/report ☐ the final return/report
	☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program
	☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information	
1a	Name of plan <u>ESTERLINE TECHNOLOGIES RETIREMENT PLAN</u>	1b Three-digit plan number (PN) <u>004</u>
		1c Effective date of plan <u>01/01/1974</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>ESTERLINE TECHNOLOGIES CORPORATION</u> <u>500 108TH AVE NE, STE 1500</u> <u>BELLEVUE, WA 98004</u>	
	2b Employer Identification Number (EIN) <u>13-2595091</u>	
	2c Plan Sponsor's telephone number <u>425-453-9400</u>	
	2d Business code (see instructions) <u>339900</u>	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	<u>10/10/2017</u>	<u>MEG MENDLIN</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)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN
	3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 4979
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) 2034
a(2) Total number of active participants at the end of the plan year	6a(2) 2073
b Retired or separated participants receiving benefits.....	6b 1884
c Other retired or separated participants entitled to future benefits	6c 775
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 4732
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 299
f Total. Add lines 6d and 6e	6f 5031
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 43
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 1I	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	(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	b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)
(3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ 0 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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>ESTERLINE TECHNOLOGIES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ESTERLINE TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>13-2595091</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>257862965</u>
b Actuarial value	2b <u>271018830</u>
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.....	<u>2157</u> <u>116093596</u> <u>116093596</u>
b For terminated vested participants.....	<u>807</u> <u>23971776</u> <u>23971776</u>
c For active participants.....	<u>2047</u> <u>75412537</u> <u>76244776</u>
d Total.....	<u>5011</u> <u>215477909</u> <u>216310148</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.01</u> %
6 Target normal cost.....	6 <u>5683108</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/06/2017</u>
	Signature of actuary	Date
<u>LINDA C ECKHOLM</u>	Type or print name of actuary	<u>17-05358</u>
		Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>	Firm name	<u>206-625-1125</u>
<u>600 UNIVERSITY STREET SUITE 3100 SEATTLE, WA 98101-1176</u>	Address of the firm	Telephone number (including area code)

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, see the Instructions for Form 5500 or 5500-SF.

**Schedule SB (Form 5500) 2016
v. 160205**

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>-2.53</u> %	0	0
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>6.21</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	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	125.29%
15	Adjusted funding target attainment percentage	15	125.29%
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	127.71%
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

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost					
21	Discount rate:					
a	Segment rates:	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">1st segment: 4.43%</td> <td style="width: 33%;">2nd segment: 5.91%</td> <td style="width: 33%;">3rd segment: 6.65%</td> </tr> </table>	1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%	☐ N/A, full yield curve used
1st segment: 4.43%	2nd segment: 5.91%	3rd segment: 6.65%				
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	5683108			
b	Excess assets, if applicable, but not greater than line 31a	31b	5683108			
32	Amortization installments:	Outstanding Balance	Installment			
a	Net shortfall amortization installment	0	0			
b	Waiver amortization installment	0	0			
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33				
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0			
	Carryover balance	Prefunding balance	Total balance			
35	Balances elected for use to offset funding requirement	0	0			
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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

A Name of plan ESTERLINE TECHNOLOGIES RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 ESTERLINE TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 13-2595091

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

23-1945930

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

94-1441976

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

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

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

MCKINLEY CAPITAL MGMT, LLC

92-0136349

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68 71	NONE	109510	Yes ☒ No ☐	Yes ☒ No ☐	407716	Yes ☐ No ☒

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

GOLDMAN SACHS ASSET MANAGEMENT, LP

13-3575636

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 28 52 56	NONE	232438	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

VICTORY CAPITAL MANAGEMENT

13-2700161

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 68	NONE	182923	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

ALLIANCEBERNSTEIN L.P.

13-4064930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51 68	NONE	114429	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

TOWERS WATSON INVESTMENT SVCS, INC.

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	73892	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WELLINGTON TRUST

04-2755549

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	NONE	59311	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

U.S. BANK NATIONAL ASSOCIATION

31-0841368

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50 62 68	TRUSTEE	52856	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

ARROWMARK PARTNERS

39-2068140

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 51	NONE	32986	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	68	144969
(d) Enter name and EIN (address) of source of indirect compensation CAPITAL INSTITUTIONAL SERVICE 1601 ELM STREET, SUITE 3900 DALLAS, TX 75201	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. SOFT DOLLAR COMMISSIONS	
(a) Enter service provider name as it appears on line 2 MCKINLEY CAPITAL MGMT, LLC	(b) Service Codes (see instructions) 68	(c) Enter amount of indirect compensation 35487
(d) Enter name and EIN (address) of source of indirect compensation BOFA ONE BRYANT PLAZA, 5TH FLOOR NEW YORK, NY 10036-6715	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. SOFT DOLLAR COMMISSIONS	
(a) Enter service provider name as it appears on line 2 MCKINLEY CAPITAL MGMT, LLC	(b) Service Codes (see instructions) 68	(c) Enter amount of indirect compensation 16287
(d) Enter name and EIN (address) of source of indirect compensation EXANE, INC. 640 FIFTH AVENUE NEW YORK, NY 10019	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. SOFT DOLLAR COMMISSIONS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	68	15171
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MORGAN STANLEY 1585 BROADWAY, 5TH FLOOR NEW YORK, NY 10036	SOFT DOLLAR COMMISSIONS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	68	13998
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ABG SUNDIAL COLLIER INC. 535 MADISON AVENUE NEW YORK, NY 10022	SOFT DOLLAR COMMISSIONS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	68	11419
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
KEPLER CHEUVREUX 600 LEXINGTON AVENUE, 28TH FLOOR NEW YORK, NY 10022	SOFT DOLLAR COMMISSIONS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	68	11217
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MIZUHO SECURITIES 320 PARK AVENUE, 12TH FLOOR NEW YORK, NY 10022	SOFT DOLLAR COMMISSIONS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	68	10793
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
REDBURN PARTNERS 75 KING WILLIAM STREET LONDON, LONDON EC4N 7BE GB	SOFT DOLLAR COMMISSIONS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	68	9856
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NOMURA INTERNATIONAL 2 WORLD FINANCIAL CENTER NEW YORK, NY 10281-1198	SOFT DOLLAR COMMISSIONS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	68	9687
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VONTOBEL SECURITIES AG DREIKONISTRASSE 37 ZURICH, SWITZERLAND 8022 CH	SOFT DOLLAR COMMISSIONS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	68	8003
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JP MORGAN SECURITIES 383 MADISON AVENUE, 5TH FLOOR NEW YORK, NY 10179	SOFT DOLLAR COMMISSIONS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	68	7977
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MACQUARIE CAPITAL INC. 125 WEST 55TH STREET NEW YORK, NY 10019	SOFT DOLLAR COMMISSIONS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINELY CAPITAL MGMT, LLC	68	7751
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CARNEGIE, INC. 200 WEST 55TH STREET NEW YORK, NY 10019	SOFT DOLLAR COMMISSIONS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINELY CAPITAL MGMT, LLC	68 71	25383
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CREDIT SUISSE 11 MADISON AVENUE NEW YORK, NY 10010	SOFT DOLLAR COMMISSIONS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINELY CAPITAL MGMT, LLC	71	12877
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
UBS 677 WASHINGTON BLVD STAMFORD, CT 06901	SOFT DOLLAR COMMISSIONS	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	71	11765
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PAVILION GLOBAL MARKETS LTD. 1250 RENE-LEVESQUE BLVD W. MONTREAL, QUEBEC H3B 4W8 CA	SOFT DOLLAR COMMISSIONS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	71	9368
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LIQUIDNET 498 SEVENTH AVENUE, 12TH FLOOR NEW YORK, NY 10018	SOFT DOLLAR COMMISSIONS	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MCKINLEY CAPITAL MGMT, LLC	71	5683
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CLSA PORTFOLIO TRADING 1301 AVENUE OF THE AMERICAS NEW YORK, NY 10019	SOFT DOLLAR COMMISSIONS	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>ESTERLINE TECHNOLOGIES RETIREMENT PLAN</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%;">B Three-digit plan number (PN) ►</td> <td style="width:20%; text-align: center;"><u>004</u></td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> </table>	B Three-digit plan number (PN) ►	<u>004</u>		
B Three-digit plan number (PN) ►	<u>004</u>				
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ESTERLINE TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>13-2595091</u>				

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>WELLINGTON TRUST CO MID-CAP</u>		
b Name of sponsor of entity listed in (a): <u>WELLINGTON TRUST COMPANY</u>		
c EIN-PN <u>04-2767481-042</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GOLDMAN SACHS LONG DURATION PLUS FD</u>		
b Name of sponsor of entity listed in (a): <u>GOLDMAN SACHS</u>		
c EIN-PN <u>13-4166989-016</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>38942839</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BERNSTEIN INTERNATIONAL EQUITY</u>		
b Name of sponsor of entity listed in (a): <u>BERNSTEIN</u>		
c EIN-PN <u>91-6197240-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>13300557</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MCKINLEY CAPITAL INT'L GROWTH FUND</u>		
b Name of sponsor of entity listed in (a): <u>MCKINLEY CAPITAL</u>		
c EIN-PN <u>38-3722488-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>12741173</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>GOLDMAN SACHS LONG DURATION CREDIT</u>		
b Name of sponsor of entity listed in (a): <u>GOLDMAN SACHS</u>		
c EIN-PN <u>13-4166989-026</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>38112476</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan ESTERLINE TECHNOLOGIES RETIREMENT PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 ESTERLINE TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 13-2595091	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	946523	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	124104	103158
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	2404445	5481905
(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)	24458939	52878898
(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)	132997790	103097046
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	97086711	109837747
(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)	0	0
(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	258018512	271398754

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	155547	271773
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	36553
k Total liabilities (add all amounts in lines 1g through 1j)	1k	155547	308326

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	257862965	271090428
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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)		
(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)	87994	
(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)		87994
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	507547	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2255778	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2763325
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	117207534	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	116798973	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		408561
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	5224236	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		5224236

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		8122230
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		10938739
c Other income.....	2c		531050
d Total income. Add all income amounts in column (b) and enter total.....	2d		28076135

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14269949	
(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)		14269949
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)	52856	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	1055777	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		1108633
j Total expenses. Add all expense amounts in column (b) and enter total	2j		15378582

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		12697553
l Transfers of assets:			
(1) To this plan.....	2l(1)		529910
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: MOSS ADAMS LLP

(2) EIN: 91-0189318

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		7500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
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			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 3998112. (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>ESTERLINE TECHNOLOGIES RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ESTERLINE TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>13-2595091</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-1347393</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>106</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.)
----------------	---

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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
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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: <u>68.0</u> % Investment-Grade Debt: <u>31.0</u> % High-Yield Debt: <u>0.0</u> % Real Estate: <u>0.0</u> % Other: <u>1.0</u> % 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):

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	



*REPORT OF INDEPENDENT AUDITORS
AND FINANCIAL STATEMENTS WITH
SUPPLEMENTAL SCHEDULES*

FOR

**ESTERLINE TECHNOLOGIES
RETIREMENT PLAN**

December 31, 2016 and 2015

MOSSADAMS.COM

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Report of Independent Auditors

To the Plan Administrator
Esterline Technologies Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Esterline Technologies Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL's) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by U.S. Bank and Trust Company (U.S. Bank), the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2016 and 2015, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The Schedule H, line 4(i) – schedule of assets (held at end of year) and Schedule H, line 4(j) – schedule of reportable transactions as of and for the year ended December 31, 2016, are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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

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

Moss Adams LLP

Seattle, Washington
September 15, 2017

Esterline Technologies Retirement Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2016	2015
ASSETS		
Investments, at fair value		
Registered investment company funds	\$ 109,837,747	\$ 97,086,711
Common commingled trust funds	103,097,046	132,997,790
Money market	5,481,905	2,404,445
Common stocks	52,878,898	24,458,939
Cash	-	946,523
Accrued interest receivable	41,321	61,177
Due from Voluntary Savings Plan	61,837	62,927
	<u>271,398,754</u>	<u>258,018,512</u>
LIABILITIES		
Administrative fees payable	271,773	155,547
Pending cash	<u>36,553</u>	<u>-</u>
	<u>308,326</u>	<u>155,547</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 271,090,428</u></u>	<u><u>\$ 257,862,965</u></u>

Esterline Technologies Retirement Plan

Statements of Changes in Net Assets Available for Benefits

	Years Ended December 31,	
	2016	2015
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income (loss)		
Interest income	\$ 87,994	\$ 214,060
Dividend income	2,763,325	4,084,264
Net appreciation (depreciation) in fair value of investments	25,224,816	(10,536,022)
Total investment income (loss)	28,076,135	(6,237,698)
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Retirement and termination benefits	14,269,949	14,075,960
Administrative expenses	1,108,633	1,139,364
Total deductions	15,378,582	15,215,324
Net increase (decrease) before transfers	12,697,553	(21,453,022)
Interplan transfers (Note 1)	529,910	444,465
Net increase (decrease)	13,227,463	(21,008,557)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	257,862,965	278,871,522
End of year	<u>\$ 271,090,428</u>	<u>\$ 257,862,965</u>

Esterline Technologies Retirement Plan

Notes to Financial Statements

Note 1 – Description of Plan

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

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

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

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

Eligibility

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

Leach Participants – Prior to January 1, 2004, eligible Leach employees (Leach Participants) became participants in the Leach Plan after attainment of age 21. Upon employment with the Company, Leach participants became eligible for the Plan.

Retirement plan benefits

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

Esterline Technologies Retirement Plan

Notes to Financial Statements

Note 1 – Description of Plan (continued)

The cash balance formula accrues by applying:

- **Annual pay credit** – varies from 2% – 6% of eligible pay, based on age. Participants with earnings in excess of the social security wage base receive an additional 2% pay credit on the excess amount.
- **Annual interest credit** – an Internal Revenue Service (IRS) approved interest credit is applied annually based on the beginning balance of the participant's account. The interest credit rate was 3.50% and 4.32% for 2016 and 2015, respectively.

Benefits earned under the cash balance formula as of December 31, 2016 and 2015, were approximately \$42.4 million and \$39.5 million, respectively.

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

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

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

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

Esterline Technologies Retirement Plan

Notes to Financial Statements

Note 1 – Description of Plan (continued)

Participants terminating prior to July 1, 1989 receive a normal monthly retirement benefit at age 65 equal to 57% of the participant's average final monthly compensation less 50% of his or her primary Social Security benefit, reduced by 1/35 for each year of service less than 35 years. Participants retiring after June 30, 1989 receive a normal monthly retirement benefit equal to 1.629% of the participant's average final compensation, multiplied by his or her years of credited service as of December 31, 2003 (up to 35 years), less 0.5857% of the participant's average final pay, multiplied by his or her years of credited service (up to 35 years). Participants from the previously merged plan and meeting certain service requirements may receive the greater of their benefit under the Plan or the merged plan.

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

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

Participant contributions – Participation in the Final Average Pay Formula of the Plan requires a participant contribution of 1% of compensation, which is held in a separate account under the Esterline Technologies Voluntary Savings Plan (the VSP). These funds, together with interest credited at market rates compounded annually, aggregated approximately \$4.4 million and \$4.6 million at December 31, 2016 and 2015, respectively. The aforementioned amounts are not reflected in the Plan's net assets available for benefits at December 31, 2016 and 2015, nor are they considered in calculating the accumulated plan benefit obligation of the Plan. However, these amounts are included in total net assets available for benefits of the VSP. Assets are transferred from the VSP to the Plan based on the participant's benefit elections and as needed to provide for participant distributions. These amounts are reflected as Interplan transfers on the statements of changes in net assets available for benefits.

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

Esterline Technologies Retirement Plan

Notes to Financial Statements

Note 1 – Description of Plan (continued)

The Company pays premiums to the PBGC to insure certain benefits under the Plan. If the Plan terminates, the PBGC generally guarantees most vested normal and early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during 2016, that ceiling is \$5,369 per month. The ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or for those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.

Note 2 – Significant Accounting Policies

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

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

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Investment valuation and income recognition – The Plan's investments are stated at fair value as certified by the Plan's trustee. Fair value is the price that would be received to sell an asset or paid to transfer a liability (the "exit price") in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Esterline Technologies Retirement Plan

Notes to Financial Statements

Note 2 – Significant Accounting Policies (continued)

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

Payment of benefits – Benefits are recorded when paid.

Administrative expenses – Administrative expenses, including investment management and certain Plan operating costs, are paid by the Plan. Certain expenses incurred to value the accumulated Plan benefits are paid by the Plan Sponsor.

Note 3 – Fair Value of Financial Instruments

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

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

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Esterline Technologies Retirement Plan

Notes to Financial Statements

Note 3 – Fair Value of Financial Instruments (continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There were no changes in methodology at December 31, 2016 or 2015.

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

Common commingled trust funds – Units held in collective trusts (CT) are valued using the net asset value practical expedient (NAV practical expedient) of the CT as reported by the CT managers. The NAV practical expedient is based on the fair value of the underlying assets owned by the CT, minus its liabilities, and then divided by the number of units outstanding. There are no restrictions to trading CTs at NAV at or near the Plan's year end.

Common stocks – Valued at quoted market prices.

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

The following tables summarize the fair values of the Plan's investments as of December 31, 2016 and 2015.

Fair Value Measurements at December 31, 2016				
	Level 1	Level 2	Level 3	Total
Registered investment company funds	\$ 109,837,747	\$ -	\$ -	\$ 109,837,747
Money market	-	5,481,905	-	5,481,905
Common stocks	52,878,898	-	-	52,878,898
	<u>\$ 162,716,645</u>	<u>\$ 5,481,905</u>	<u>\$ -</u>	168,198,550
Investments measured at NAV practical expedient				<u>103,097,046</u>
Investments at fair value				<u>\$ 271,295,596</u>

Fair Value Measurements at December 31, 2015				
	Level 1	Level 2	Level 3	Total
Registered investment company funds	\$ 97,086,711	\$ -	\$ -	\$ 97,086,711
Money market	-	2,404,445	-	2,404,445
Common stocks	24,458,939	-	-	24,458,939
	<u>\$ 121,545,650</u>	<u>\$ 2,404,445</u>	<u>\$ -</u>	123,950,095
Investments measured at NAV practical expedient				<u>132,997,790</u>
Investments at fair value				<u>\$ 256,947,885</u>

Esterline Technologies Retirement Plan

Notes to Financial Statements

Note 4 – Actuarial Present Value of Accumulated Plan Benefits

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

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

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

The actuarial present value of accumulated plan benefits, as of December 31, 2016 and 2015, are as follows:

	2016	2015
Vested benefits		
Participants currently receiving payments	\$ 112,419,852	\$ 110,588,061
Other participants	95,248,250	91,586,050
	207,668,102	202,174,111
Nonvested benefits	1,091,549	766,096
	<u>\$ 208,759,651</u>	<u>\$ 202,940,207</u>

Esterline Technologies Retirement Plan

Notes to Financial Statements

Note 4 – Actuarial Present Value of Accumulated Plan Benefits (continued)

Changes to the actuarial present value of accumulated Plan benefits were a result of the following for the years ended December 31, 2016 and 2015:

	2016	2015
Actuarial present value of accumulated plan benefits, beginning of year	\$ 202,940,207	\$ 199,108,703
Changes during the year attributable to		
Benefits paid	(13,929,760)	(14,005,000)
Benefits accumulated	5,172,766	5,725,922
Decrease in the discount period	14,080,367	13,614,491
Actuarial losses (gains)	983,031	(223,983)
Change in assumptions	(486,960)	(3,012,498)
Method change	-	1,732,572
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 208,759,651</u>	<u>\$ 202,940,207</u>

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

Investment return	7.0%, per annum, compounded annually
Mortality	2016: RP-2014 male and female tables for annuitants and non-annuitants, projected back to 2007 using MP-2014 and then projected forward from 2007 using the adjusted improvement scales for male and female converging linearly from the MP-2015 in 2007 to 0.8% in 2017 up to age 85, reducing linearly to 0.0% by age 95 and thereafter. 2015: RP-2014 male and female tables for annuitants and non-annuitants, projected back to 2007 using MP-2014 and then projected forward from 2007 using the adjusted improvement scales for male and female converging linearly from the MP-2014 in 2007 to 0.8% in 2017 up to age 85, reducing linearly to 0.0% by age 95 and thereafter.
Retirement age	Rates of retirement from age 55 to age 70
Termination of employment	Based on actual Company experience

There were no changes in actuarial assumptions from 2015 to 2016 other than the updated mortality improvement scales.

Esterline Technologies Retirement Plan

Notes to Financial Statements

Note 4 – Actuarial Present Value of Accumulated Plan Benefits (continued)

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

Note 5 – Funding Policy

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

Note 6 – Tax Status

The IRS has determined and informed the Company by letter dated July 12, 2013 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan's administrative committee has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 7 – Information Certified by Trustee of the Plan

The following information included in the financial statements and supplemental schedules was provided and certified by U.S. Bank and Trust Company as of December 31, 2016 and 2015, and for the years then ended, as complete and accurate:

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

Esterline Technologies Retirement Plan

Notes to Financial Statements

Note 8 – Party-in-Interest

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

Note 9 – Subsequent Events

Subsequent events have been evaluated through September 15, 2017, the date the financial statements were available to be issued.

Supplemental Schedules

Esterline Technologies Retirement Plan

EIN: 13-2595091

Plan #: 004

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

December 31, 2016

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks		
Trinseo Sa	\$ 182,562	\$ 217,512
AK Steel Hldg Corp	127,903	206,365
Abiomed Inc	154,449	148,400
Advisory Board Co	195,902	163,889
Aerojet Rocketdyne Holdings	214,723	204,415
Align Technology Inc	135,287	141,407
Allegheny Technologies Inc	185,174	185,059
Allete Inc.	168,362	223,510
Alliant Energy Corp	210,315	246,740
Ally Financial Inc	358,294	388,407
Alnylam Pharmaceuticals Inc	227,761	144,668
American Campus Communities	167,922	230,833
American Finl Group Inc. Ohio	203,499	444,918
Aramark	240,112	250,183
Arrow Electrs Inc.	153,293	247,696
Assurant Inc	213,837	271,523
Atara Biotherapeutics Inc	166,149	100,508
Athenahelath Inc	249,707	231,164
Atmos Energy Corp	124,649	159,348
Avnet Inc	259,952	288,041
Bats Global Markets Inc	220,374	281,283
B & G Foods Inc	210,065	216,197
Bwx Technologies Inc	131,055	200,763
Bank of the Ozarks Inc	146,361	210,150
Bankunited Inc	345,004	398,270
Barracuda Networks Inc	144,250	140,324
Bluebird Bio Inc	119,073	141,170
Brunswick Corp	161,371	244,121
CEB Inc	637,675	635,149
Cdw Corp De	325,334	378,955
Caci International Inc	171,650	218,022
Cadence Design Sys Inc	601,004	612,669
Calatlantic Group Inc	133,848	173,349
Caleres Inc	149,816	196,723
Calpine Corp	236,561	192,527
Camping World Holding Inc	33,154	49,113
Carters Inc	602,230	531,903
Caseys Gen Stores Inc.	139,559	208,516
Catalent Inc	286,019	315,162
Century Aluminum Company	104,529	111,828
Channeladvisor Corp	251,552	263,595
Charles River Laboratories	88,338	150,704
Ciena Corp	214,595	278,640
Clean Hbros Inc	551,999	606,140
Comerica Inc.	246,633	344,432
Commscope Hldg Co Inc	200,866	249,426
Cooper Cos Inc	180,564	176,679
Cooper Cos Inc	371,515	357,732
Costart Group Inc	222,560	207,527

Esterline Technologies Retirement Plan

EIN: 13-2595091

Plan #: 004

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

December 31, 2016

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks (continued)		
Customers Bancorp Inc	108,816	113,693
Cypress Semiconductor Corp	265,026	286,011
Ddr Corp	359,403	324,808
D R Horton Inc.	143,803	201,258
Dsw Inc Cl A	208,267	196,511
Dana Incorporated	73,258	74,212
Deluxe Corp	49,951	145,153
The Descartes Systems Group Inc	207,278	218,451
Dexcom Inc	246,406	188,712
Diamondrock Hospitality Co.	140,791	152,208
Dick's Sporting Goods Inc	266,806	263,854
Dril Quip Inc	117,890	127,366
Duke Realty Corporation	249,797	361,535
Dunkin Brands Group Inc	350,574	400,694
E Trade Financial Corp	324,261	376,749
Emcor Group Inc.	154,292	328,751
Endologix Inc	366,241	174,637
Euronet Worldwide Inc	147,196	139,355
Exact Sciences Corp	270,943	198,944
Express Inc	79,037	70,575
Financial Engines Inc	314,894	384,773
Finish Line Inc Cl A	60,067	57,088
First Hawaiian Inc	117,506	161,460
First Republic Bank San Fran	100,051	151,110
Five Below	373,278	316,283
Forest City Realty Trust A	303,292	290,801
Forward Air Corp	410,407	413,627
Arthur J Gallagher Co	192,215	214,075
Gartner Inc	387,339	409,131
General Cable Corporation	180,730	258,242
Genesee & Wyo Inc. Cl A	286,173	252,930
Goodyear Tire Rubber Co.	180,050	199,791
Grand Canyon Education Inc	363,134	485,369
Great Plains Energy Incorporated	193,821	194,212
Hanover Ins Group Inc	201,861	241,177
Harsco Corp	90,030	177,439
Heartland Express Inc	371,134	389,853
HEICO Corporation Cl A	452,910	532,404
Hibbett Sports Inc	374,242	392,396
Hill Rom Holding Inc	169,266	215,409
Huntington Bancshares Inc.	244,217	394,300
Huntington Ingalls Industrie	172,674	270,943
Huntsman Corp	111,143	146,286
Itt Corp New	194,329	190,767
Impax Laboratories Inc	226,645	96,632
Inc Research Holdings Inc A	515,707	593,696
Insulet Corp	184,799	168,957
Investment Technology Group Inc.	75,671	146,254

Esterline Technologies Retirement Plan

EIN: 13-2595091

Plan #: 004

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

December 31, 2016

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks (continued)		
Jetblue Airways Corp	204,096	250,162
Juno Therapeutics Inc	147,106	87,653
Kennametal Inc	176,279	194,187
Kirby Corp	346,013	403,722
Lpl Financial Holdings Inc	170,745	184,043
Lpl Financial Holdings Inc	463,220	609,943
Lexington Realty Trust	109,957	128,606
Littelfuse Inc.	66,711	156,930
Live Nation Entertainment Inc	234,628	262,356
Msc Indl Direct Co Inc Cl A	220,378	279,480
Mack Cali Realty Corp	117,003	172,959
Manitowoc Food Service in Wi	253,747	256,335
Manpowergroup Inc	243,280	258,434
Maximus Inc	308,256	294,404
Medical Properties Trust Inc.	121,165	135,263
Medidata Solutions Inc	211,630	192,173
Mednax Inc	284,865	289,238
Meritor Inc	226,277	235,694
Mid-Amer Apt Cmnty Inc	195,765	213,074
Molina Healthcare Inc	121,046	131,526
Monro Muffler Brake Inc	156,385	143,858
Multi Color Corporation	147,339	151,010
National Cinemedia Inc	586,257	539,133
National Storage Affiliates	211,592	235,112
Neurocrine Biosciences Inc	147,916	114,436
Nevro Corp	167,665	151,496
New Relic Inc	241,337	199,586
Oasis Petroleum Inc	201,771	351,157
Old Dominion Fgth Line Inc	193,227	246,732
On Semiconductor Corp	246,295	286,054
Owens Corning	208,057	250,478
Pdc Energy Inc	191,808	229,208
P N M Resources Inc.	94,221	142,208
Pacwest Bancorp	411,670	559,698
Parsley Energy Inc	162,937	302,888
Patterson Companies Inc	267,806	229,809
Pinnacle West Cap Corp	196,777	275,446
Plexus Corp	142,140	240,586
Polaris Inds Inc	361,311	310,940
Prestige Brands Hldgs Inc	145,239	156,508
Primerica Inc	146,740	193,274
Proto Labs Inc	316,323	288,844
Quidel Corp	134,872	124,964
Rsp Premian Inc	200,447	263,169
Raymond James Finl Inc	193,609	276,457
Realpage Inc	264,543	315,030
Regal Beloit Corp	130,316	143,209
Revanche Therapeutics Inc	152,789	229,335
Rice Energy Inc.	118,884	164,544

Esterline Technologies Retirement Plan

EIN: 13-2595091

Plan #: 004

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

December 31, 2016

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks (continued)		
Rignet Inc	142,785	270,577
Ryman Hospitality Properties	100,158	143,537
Sps Commerce Inc	120,503	128,947
Ss&c Technologies Holdings	462,225	414,557
Saia Inc	102,141	147,682
Sally Beauty Company	759,847	762,851
Servicemaster Global Holding	779,134	789,111
Shutterstock Inc	190,102	155,676
Spectranetics Corp	301,136	304,952
Steel Dynamics Inc	164,856	233,974
Stifel Finl Corp	161,296	220,729
Sunstone Hotel Invs Inc	134,555	195,017
Swift Transportation Co	193,512	228,278
Synovus Financial Corp	325,849	643,477
Synergy Res Corp	196,435	230,404
Tfs Finl Corp	190,760	200,586
Tech Data Corp	148,540	187,312
Tegna Inc	251,561	268,017
Tennant Co	367,528	409,542
Teradyne Inc	244,583	322,148
Trimble Nav Ltd	316,409	343,499
Trinet Group Inc	458,977	557,235
2U Inc	459,239	395,387
U G I Corp	89,679	209,940
Usg Corp	203,955	220,932
United States Steel Corp	113,978	212,848
Univar Inc	166,603	250,734
Voya Financial Inc	218,776	224,338
Wabtec Corp	355,768	408,957
Westamerica Bancorporation	218,976	295,393
Western Alliance Bancorporation	158,381	577,262
Westlake Chemical Corp	184,670	191,542
Whiting Petroleum Corp	106,339	137,978
Wisdomtree Invts	245,402	257,646
Wolverine World Wide Inc	488,994	455,726
Woodward Inc	175,983	206,252
Wyndam Worldwide Corp	190,710	239,955
Xpo Logistics Inc	157,519	257,665
Zions Bancorporation	259,804	452,696
	<u>42,415,135</u>	<u>48,679,247</u>

Esterline Technologies Retirement Plan

EIN: 13-2595091

Plan #: 004

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

December 31, 2016

Identity of Issuer and Description of Investment	Cost	Current Value
Registered Investment Company Funds		
Dodge & Cox Stock Fund	19,743,124	28,738,049
Vanguard Institutional Index Fund	48,425,338	81,099,698
	<u>68,168,462</u>	<u>109,837,747</u>
Common Commingled Trust Funds		
Gsct Long Duration Credit Fund	36,121,538	38,942,839
Bernstein International Equity	11,689,150	13,300,557
McKinley Capital Intl Gr Lp	13,460,133	12,741,173
GSCT Long Duration Plus Fi Fund	24,212,548	38,112,477
	<u>85,483,369</u>	<u>103,097,046</u>
Foreign Bonds		
Allegion Plc	150,336	152,256
Arch Cap Group Ltd	244,038	531,201
Arris International Plc	183,935	213,351
Assured Guaranty Ltd	185,349	219,670
Marvell Technology Group Ltd	283,695	398,554
Nabors Industries Ltd	244,547	412,034
Steris Plc	440,590	424,557
Stratasys Ltd	197,115	163,564
Cimpress Nv	217,071	211,711
Sensata Technologies Holding	594,869	611,048
Tronox Ltd Cl A	112,125	172,239
Flex Ltd	215,072	286,983
Dbv Technologies Sa A D R	136,867	140,379
Novadaq Technologies Inc	200,396	138,446
Ritchie Bros Auctioneers Inc	119,765	123,658
	<u>3,525,770</u>	<u>4,199,651</u>
Money Market Fund		
* First American Govt Obligation Fund Cl Z	5,481,905	5,481,905
	<u>5,481,905</u>	<u>5,481,905</u>
Total investments	<u>\$ 205,074,641</u>	<u>\$ 271,295,596</u>

* Represents a party-in-interest.

Esterline Technologies Retirement Plan

EIN: 13-2595091

Plan #: 004

Schedule H, Line 4(j) – Schedule of Reportable Transactions

Year Ended December 31, 2016

Transactions in excess of 5% of Plan assets

(a) Identity of Party Involved	(b) Description of Asset	Number of Purchases	Number of Shares Purchased	(c) Purchase Price	Number of Sales	Number of Shares Sold	(d) Selling Price	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	Net Gain (Loss)
Category (i) - Single transactions in excess of 5% of value.											
First American	Prime Obligation Fund CI Y	1	26,785,630	\$ 26,785,630	-	-	\$ -	\$ -	\$ 26,785,630	\$ 26,785,630	\$ -
First American	Prime Obligation Fund CI Y	-	-	-	1	24,513,503	24,513,503	-	24,513,503	24,513,503	-
Wellington Trust	Mid-Cap Growth	-	-	-	1	1,417,787	26,867,062	-	9,868,019	26,867,062	16,999,043
Category (ii) - Series of transactions with same broker exceeding 5% of value											
Pershing LLC	Various	131	644,781	839,230	62	46,768	24,099,980	22,136	23,277,096	23,260,750	(16,346)
Category (iii) - Series of transactions in excess of 5% of plan assets at January 1, 2016											
First American	Prime Obligation Fund CI Y	193	56,041,306	56,041,306	-	-	-	-	56,041,306	56,041,306	-
First American	Prime Obligation Fund CI Y	-	-	-	152	58,445,752	58,445,752	-	58,445,752	58,445,752	-
First American	Govt Obligation Fund CI Z	116	14,255,367	14,255,367	-	-	-	-	14,255,367	14,255,367	-
First American	Govt Obligation Fund CI Z	-	-	-	75	8,773,462	8,773,462	-	8,773,462	8,773,462	-
Wellington Trust	Mid-Cap Growth	7	5,956	105,184	-	-	-	-	105,184	105,184	-
Wellington Trust	Mid-Cap Growth	-	-	-	6	1,436,029	27,202,848	-	9,994,832	27,202,848	17,208,016
Vanguard	Institutional Index Fund	1	28,918	5,750,000	-	-	-	-	5,750,000	5,750,000	-
Vanguard	Institutional Index Fund	-	-	-	2	33,722	6,000,000	-	3,835,921	6,000,000	2,164,079

There were no series Category (iv) transactions.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data as of January 1, 2016¹

Number and average plan compensation limited by IRC 401(a)(17) distributed by attained age and attained years of credited service

Attained Age	Attained Years of Credited Service ²												
	0	1	2	3	4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over
Under 25	-	11	10	8	-	1	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-	-
25-29	9	18	14	6	10	40	-	-	-	-	-	-	-
	-	-	-	-	-	46,911	-	-	-	-	-	-	-
30-34	14	25	14	12	11	44	28	4	-	-	-	-	-
	-	59,067	-	-	-	55,590	60,537	-	-	-	-	-	-
35-39	11	7	11	15	10	47	27	13	-	-	-	-	-
	-	-	-	-	-	65,034	69,886	-	-	-	-	-	-
40-44	7	8	10	11	19	50	58	31	6	1	-	-	-
	-	-	-	-	-	63,694	65,816	64,473	-	-	-	-	-
45-49	8	19	10	15	11	73	54	53	21	13	-	-	-
	-	-	-	-	-	65,883	67,250	67,568	84,641	-	-	-	-
50-54	8	20	5	17	20	53	71	55	40	36	8	-	-
	-	112,577	-	-	78,010	75,370	61,871	63,912	77,295	85,384	-	-	-
55-59	6	15	10	9	23	61	49	70	56	25	19	5	2
	-	-	-	-	88,961	61,108	65,212	80,791	81,328	69,098	-	-	-
60-64	3	8	2	4	15	36	45	46	26	17	12	4	1
	-	-	-	-	-	72,164	74,729	74,019	86,639	-	-	-	-
65-69	-	4	2	-	3	13	7	23	6	4	4	2	2
	-	-	-	-	-	-	-	54,218	-	-	-	-	-
70 & over	-	1	-	-	-	2	4	7	2	-	-	1	1
	-	-	-	-	-	-	-	-	-	-	-	-	-

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

² Age and service for purposes of determining category are based on exact (not rounded) values.

Plan Name: Esterline Technologies Retirement Plan

EIN / PN: 13-2595091 / 004

Plan Sponsor: Esterline Technologies

Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data as of January 1, 2016¹

Number and average cash balance account distributed by attained age and attained years of vesting service

Attained Age	Attained Years of Credited Service ²												
	0	1	2	3	4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over
Under 25	-	16	8	2	1	2	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-	-
25-29	8	18	13	10	8	43	-	-	-	-	-	-	-
	-	-	-	-	-	5,069	-	-	-	-	-	-	-
30-34	9	18	14	14	4	46	24	1	-	-	-	-	-
	-	-	-	-	-	8,894	13,602	-	-	-	-	-	-
35-39	1	8	17	18	6	51	24	8	-	-	-	-	-
	-	-	-	-	-	11,404	20,919	-	-	-	-	-	-
40-44	4	13	16	18	4	72	51	22	2	2	-	-	-
	-	-	-	-	-	15,214	24,395	24,216	-	-	-	-	-
45-49	5	13	15	11	8	86	53	38	15	12	-	-	-
	-	-	-	-	-	17,198	25,774	29,212	-	-	-	-	-
50-54	11	10	18	25	4	82	56	43	16	27	5	-	-
	-	-	-	12,282	-	18,917	30,654	32,669	-	37,456	-	-	-
55-59	6	10	7	23	7	80	40	32	12	18	10	5	1
	-	-	-	12,352	-	25,538	41,937	41,823	-	-	-	-	-
60-64	3	3	5	11	3	39	33	17	2	9	8	3	-
	-	-	-	-	-	27,364	38,114	-	-	-	-	-	-
65-69	-	1	-	2	2	9	6	8	-	3	2	2	3
	-	-	-	-	-	-	-	-	-	-	-	-	-
70 & over	1	-	-	-	-	4	3	-	1	-	-	1	-
	-	-	-	-	-	-	-	-	-	-	-	-	-

¹ Only includes active employees from the Esterline sub-plan with a cash balance account.

² Age and service for purposes of determining category are based on exact (not rounded) values.

Plan Name: Esterline Technologies Retirement Plan

EIN / PN: 13-2595091 / 004

Plan Sponsor: Esterline Technologies

Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:

- Applicable month September 2015
- Interest rate basis 3 - Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
■ First segment rate	4.43%	1.34%
■ Second segment rate	5.91%	4.03%
■ Third segment rate	6.65%	5.06%
■ Effective interest rate	6.01%	4.20%
■ Cash balance interest crediting rate		5.50%
■ Interest on employee contributions		3.00%

Annual rates of increase

- Compensation Increases:
 - Esterline sub-plan Compensation is assumed to increase 4.50% per annum for cash balance participants and 4.00% for final average pay participants.
 - Leach sub-plan Not applicable.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

- Future Social Security wage bases
 - Esterline Technologies sub-plan The National Average Wage Index is assumed to increase 3.50% per annum.
 - Leach sub-plan Not applicable.
- Statutory limits on compensation Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC Section 415. Plan compensation is limited to the maximum presently allowed under IRC Section 401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Plan Related Expenses

The amount included this year for administrative expenses is \$40,000 which is the average of the actual administrative expenses for the prior two plan years rounded to the nearest \$10,000.

Demographic Assumptions

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

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

Mortality For all participants: The prescribed mortality assumption under Section 430(h)(3)(A) of the Internal Revenue Code using static tables with separate mortality rates for annuitants and non-annuitants.

Termination Rates varying by age

Percentage leaving during the year	
Attained Age	Males and Females
Under 25	15.0
25-29	15.0
30-34	12.5
35-39	10.0
40-44	7.5
45-49	7.5
50-54	7.5

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

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Retirement

Rates varying by age

Percentage retiring during the year	
Attained Age	Males and Females
Under 55	0.0
55-60	5.0
61-62	10.0
63-64	15.0
65-68	25.0
69	35.0
70+	100.0

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

Benefit commencement date

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

Form of payment

- Final Average Pay and Leach 25% elect a single life annuity, 25% elect a 50% joint and survivor annuity, and 50% elect a 100% joint and survivor annuity. The final average pay benefit is assumed to be net of employee contributions.
- Cash Balance 100% elect lump sum

Employee contribution balance conversion

Conversion to an annuity is based on the 417(e) mortality tables and the interest rates applicable to the obligation being valued.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Percent married	For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married.
Spouse age	Male spouses are assumed to be 3 years older than female spouses.
Covered pay	
■ Esterline Technologies sub-plan	The greater of the prior year's pay and the annual rate of pay as of the valuation date.
■ Leach sub-plan	Not applicable.
At-risk assumptions	For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is usually the normal form of payment.
Timing of benefit payments	Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement (decrements are beginning of year).

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits as required by regulations under IRC §430.
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 as required by regulations under IRC §430.
Actuarial value of assets	Average of the fair market value of assets on the valuation date and the two immediately preceding valuation dates, adjusted for contributions, benefits, administrative expenses and expected earnings of 7.00% (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 prior plan year.) The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Benefits not valued

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

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

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

Assumptions Rationale - Significant Economic Assumptions

Discount rate

The basis chosen by the plan sponsor among choices prescribed by law all of which are based on observed market data over certain periods of time

Rates of increase in compensation

Assumed compensation increases are based on plan sponsor expectations reflecting both current conditions and future expectations.

Pension plan administrative expenses

Administrative expenses are based on the average of the actual administrative expenses for the prior two plan years, rounded to the nearest \$10,000. PBGC premiums are not paid out of plan assets so future increases in premiums have not been considered.

Limit on Expected Return on Assets for AVA

Esterline analyzed their investments with their external investment advisors and, based on their investment allocation, chose an assumption of 7% for long term expected return on assets for ASC 715. Based on our high level review, we believe their best estimate for the return on assets is reasonable.

Assumptions Rationale - Significant Demographic Assumptions

Mortality

Assumptions used are as prescribed by IRC §430(h).

Termination

The assumed termination rates are based on actual termination experience by the plan over the period 2010-2014, with consideration for future conditions that might be expected to produce different results in the future. The analysis of historical termination rates was presented in the experience study delivered to Esterline on September 15, 2015.

Retirement

The assumed retirement rates from active employment are based on actual retirement experience by the plan over the period 2010-2014, with consideration for future conditions that might be expected to produce different results in the future. The analysis of historical retirement from active employment rates was presented in the experience study delivered to Esterline on September 15, 2015.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Benefit commencement date

Preretirement death benefit	Surviving spouses are assumed to begin benefits at the earliest permitted commencement date provided under the plan. If the spouse elects to defer, actuarial increases from the earliest commencement date must be given, so that a later commencement date is expected to be of approximately equal value, and experience indicates that most spouses do take the benefit as soon as it is available.
Deferred vested benefit	Deferred vested participants' assumed commencement age is a single age intended to capture the average age at commencement.

Source of prescribed methods

Funding methods	The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are "prescribed methods set by law", as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.
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Changes 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 2014 to September 2015 before application of interest rate stabilization corridors.
- The assumed mortality for healthy participants has been updated to include one additional year of projected mortality improvements in IRS-prescribed annuitant and non-annuitant static tables.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2016

Esterline Technologies Retirement Plan

EIN: 13-2595091

Plan #: 004

Schedule H, Line 4(j) – Schedule of Reportable Transactions

Year Ended December 31, 2016

Transactions in excess of 5% of Plan assets

(a) Identity of Party Involved	(b) Description of Asset	Number of Purchases	Number of Shares Purchased	(c) Purchase Price	Number of Sales	Number of Shares Sold	(d) Selling Price	(f) Expense Incurred With Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	Net Gain (Loss)
Category (i) - Single transactions in excess of 5% of value.											
First American	Prime Obligation Fund CI Y	1	26,785,630	\$ 26,785,630	-	-	\$ -	\$ -	\$ 26,785,630	\$ 26,785,630	\$ -
First American	Prime Obligation Fund CI Y	-	-	-	1	24,513,503	24,513,503	-	24,513,503	24,513,503	-
Wellington Trust	Mid-Cap Growth	-	-	-	1	1,417,787	26,867,062	-	9,868,019	26,867,062	16,999,043
Category (ii) - Series of transactions with same broker exceeding 5% of value											
Pershing LLC	Various	131	644,781	839,230	62	46,768	24,099,980	22,136	23,277,096	23,260,750	(16,346)
Category (iii) - Series of transactions in excess of 5% of plan assets at January 1, 2016											
First American	Prime Obligation Fund CI Y	193	56,041,306	56,041,306	-	-	-	-	56,041,306	56,041,306	-
First American	Prime Obligation Fund CI Y	-	-	-	152	58,445,752	58,445,752	-	58,445,752	58,445,752	-
First American	Govt Obligation Fund CI Z	116	14,255,367	14,255,367	-	-	-	-	14,255,367	14,255,367	-
First American	Govt Obligation Fund CI Z	-	-	-	75	8,773,462	8,773,462	-	8,773,462	8,773,462	-
Wellington Trust	Mid-Cap Growth	7	5,956	105,184	-	-	-	-	105,184	105,184	-
Wellington Trust	Mid-Cap Growth	-	-	-	6	1,436,029	27,202,848	-	9,994,832	27,202,848	17,208,016
Vanguard	Institutional Index Fund	1	28,918	5,750,000	-	-	-	-	5,750,000	5,750,000	-
Vanguard	Institutional Index Fund	-	-	-	2	33,722	6,000,000	-	3,835,921	6,000,000	2,164,079

There were no series Category (iv) transactions.

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

► **Round off amounts to nearest dollar.**

► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan ESTERLINE TECHNOLOGIES RETIREMENT PLAN	B Three-digit plan number (PN) ► <u>004</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ESTERLINE TECHNOLOGIES CORPORATION	D Employer Identification Number (EIN) 13-2595091
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information				
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>			
2	Assets:			
	a Market value.....	2a		257,862,965
	b Actuarial value	2b		271,018,830
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	2,157	116,093,596	116,093,596
	b For terminated vested participants	807	23,971,776	23,971,776
	c For active participants	2,047	75,412,537	76,244,776
	d Total	5,011	215,477,909	216,310,148
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	6.01%	
6	Target normal cost	6	5,683,108	

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	Linda C Eckholm Signature of actuary	<u>10/06/2017</u> Date <u>1705358</u> Most recent enrollment number <u>206-625-1125</u> Telephone number (including area code)
Linda C Eckholm Type or print name of actuary Towers Watson Delaware Inc. Firm name 600 University Street Suite 3100 Seattle WA 98101-1176 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, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II

Part III	Funding Percentages		
14	Funding target attainment percentage	14	125.29%
15	Adjusted funding target attainment percentage	15	125.29%
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	127.71%
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 II

14	Funding target attainment percentage	14	125.29%
15	Adjusted funding target attainment percentage	15	125.29%
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	127.71%
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

18 Contributions made to the plan for the plan year by employer(s) and employees:

[illegible]

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

Quarterly Breakdown of Sales and Profit by Product Line			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

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

21 Discount rate:				
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 %	☐ 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	5,683,108	
b Excess assets, if applicable, but not greater than line 31a	31b	5,683,108	
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		0	0
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34	0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	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	Esterline Technologies
EIN/PN	13-2595091/004
Plan Name	Esterline Technologies Retirement Plan
Valuation Date	January 1, 2016
Enrolled Actuary	Linda C. Eckholm
Enrollment Number	17-05358

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

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

Plan Name:	Esterline Technologies Retirement Plan
EIN / PN:	13-2595091 / 004
Plan Sponsor:	Esterline Technologies
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2016

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement and then computing the average retirement age for the table.

Age	Esterline Rate of Retirement	Number of Retirements	Number of Remaining Participants	Weighted Average Age
			100,000	
55	5.00%	5,000	95,000	275,000
56	5.00%	4,750	90,250	266,000
57	5.00%	4,513	85,738	257,213
58	5.00%	4,287	81,451	248,639
59	5.00%	4,073	77,378	240,279
60	5.00%	3,869	73,509	232,134
61	10.00%	7,351	66,158	448,406
62	10.00%	6,616	59,542	410,181
63	15.00%	8,931	50,611	562,676
64	15.00%	7,592	43,019	485,866
65	25.00%	10,755	32,265	699,065
66	25.00%	8,066	24,198	532,365
67	25.00%	6,050	18,149	405,324
68	25.00%	4,537	13,612	308,530
69	35.00%	4,764	8,848	328,720
70	100.00%	8,848	0	619,328
Esterline Weighted Average Age				63.1973

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Principal Plan Provisions

Esterline Sub-Plan

Plan Provisions

The most recent amendment reflected in the following plan provisions was effective September 8, 2014.

Coverage and Participation	Any employee in an eligible classification is eligible to become a participant on the first of the month coincident with or next following the later of completion of one-half year of service with a covered employer and attainment of age 25 or one year of service with a covered employer and attainment of age 21. For the Final Average Pay formula the participant agrees to make a 1% after-tax mandatory contribution to the Voluntary Savings Plan (VSP). Effective July 1, 1995, all participants formerly covered by the Master Hourly Plan, with the exception of hourly employees of Hytek Finishes Company, began accruing benefits under the Final Average Pay formula. Employees who became eligible on or after January 1, 2003 earn benefits under a cash balance benefit formula which does not require mandatory contributions to the VSP.
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Definitions

Vesting service	A year of service is 12 consecutive months of employment with the employer (elapsed time).
Credited service	A year of service is 12 consecutive months of employment with the employer and begins at the date of plan participation.
Pensionable pay	Compensation for benefit purposes includes W-2 compensation paid by the employer to the employee including overtime pay and most bonuses and pre-tax deferrals to the VSP, but excluding living allowances and moving expenses.
Average earnings	Benefits for the Final Average Pay formula are based on the five-year average of annual compensation paid either in the last 60 months of employment prior to normal retirement or the five consecutive calendar years producing the highest such average. (Basic pay for former Esterline Corporation Plan participants is their Base Rate of Pay for their final five years of employment.)
Primary Social Security	Annual amount which would be available to Participant at age 65 under the Federal Social Security Act.
Normal Retirement Date (NRD)	The normal retirement date for any participant shall usually be the first day of the month preceding the attainment of age 65 with five years of participation.

Plan Name:	Esterline Technologies Retirement Plan
EIN / PN:	13-2595091 / 004
Plan Sponsor:	Esterline Technologies
Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Monthly pension benefit

■ Benefit Formula – Final Average Pay

A participant as of December 31, 1980 will be eligible to receive a benefit at the Normal Retirement Date equal to the greater of (a) or (b) as shown below. An employee who becomes a participant on or after January 1, 1981 will be eligible to receive a benefit determined under (b) at the Normal Retirement Date.

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

■ Benefit Formula – Cash Balance

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

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

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

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

Cash Balance accounts earn interest each year based on the Consumer Price Index (CPI-U) plus the associated margin as described in IRS Notice 96-8.

Monthly preretirement death benefit

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

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

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Eligibility for Benefits

Normal retirement	Retirement on NRD
Early retirement	An early retirement date is permitted provided the participant's attained age plus years of service is equal to 65 or more with five years of participation.
Postponed retirement	Retirement after NRD
Vested termination	Termination for reasons other than death or retirement after completing five years of vesting service for FAP participants and three years of service for cash balance participants.
Disability	Permanent and total disability prior to NRD, and participant has either been waived under ESL's Life Insurance or is receiving a Social Security disability benefit
Preretirement death benefit	Death while eligible for normal, early, postponed, or deferred vested retirement benefits, with a surviving spouse/registered domestic partner.

Benefits Paid Upon the Following Events

Normal retirement	Monthly pension benefit payable as a reduced 50% Joint and Survivor benefit (if married or have a registered domestic partner) or a life annuity benefit (if single), unless the participant elected otherwise.
Early retirement	A participant is eligible to receive at Normal Retirement Date a benefit equal to the annual benefit accruals earned for all years of participation in the plan. He or she may elect to commence reduced benefit payments prior to Normal Retirement Date, with the reduction based on age at the time of benefit commencement. The actual percentage reductions for the FAP formulas are as follows: ■ For each of first five years before age 65, 6-2/3% per year; ■ For each of next five years before age 60, 3-1/3% per year; ■ For each of next five years before age 55, 3% per year; ■ For each year before age 50, 2% per year.
Postponed retirement	Greater of: ■ <u>Accrued Benefit</u>: Monthly pension benefit determined as of actual retirement date, based on years of service and earnings through the actual retirement date. ■ <u>Actuarial Equivalent</u>: The actuarial equivalent of the benefit the participant would have received if actual retirement date had been the later of NRD or the last day of the previous plan year.

Plan Name: Esterline Technologies Retirement Plan
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Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

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

Monthly preretirement death benefit

Other Plan Provisions

Forms of payment	A participant may elect to receive an actuarially equivalent optional benefit in one of the following forms: ■ Life annuity; ■ 50%, 75% or 100% joint and survivor benefit; or ■ 5-, 10- or 15-year certain and life benefit. ■ Cash balance is available as a lump sum. ■ Effective September 8, 2014, a voluntary lump sum window (Esterline Technologies Pension Lump Sum Offer) permits a one-time lump sum cash-out (or immediate annuity) option as of December 1, 2014 for certain vested terminated participants.
Pension Increases	None
Plan participants' contributions	Participants who remain in the final average pay portion of the plan are required to make contributions equal to 1% of compensation. Effective January 1, 1985, participant 1% contributions were made to the VSP on a pre-tax basis. Effective January 1, 1989, participant contributions were made to the VSP on an after-tax basis again. Employee contributions are neither required nor allowed for those accruing benefits under the cash balance portion of the plan.

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2016

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 minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

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

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Leach Sub-Plan

Plan Provisions

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

Vesting service	One year for each year of employment with over 1,000 hours.
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Pension service	Years and months of service from participation date. Pension service was frozen as of December 31, 2003.
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Pensionable pay	Includes regular pay, bonuses, overtime and all forms of special pay. It does not include employer contributions to welfare or retirement plans, reimbursement of expenses or compensation from exercising nonqualified stock options. Pay was frozen as of December 31, 2003. Average Final Compensation is the average monthly Compensation of the highest five consecutive calendar years of pensionable pay during ten-year period ending on the participant's termination date or retirement date.
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Average earnings	Average Final Pay is the lesser of (i) and (ii) below: (i) The average of the three full consecutive plan years of compensation (limited to the Social Security Wage Base) ending coincident with or prior to the participant's termination date or retirement date. (ii) The participant's Covered Compensation.
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Normal Retirement Date (NRD)	The normal retirement date for any participant shall be the first day of the month coinciding or following the attainment of age 65 with five years of participation.
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Monthly pension benefit formula

- (a) is equal to the larger of (i) and (ii), where (i) equals 1.6290% of Average Final Compensation less 0.5857% of Average Final Pay, multiplied by pension service limited to 35 years; and (ii) equals amount a participant would have received under the "Restated Retirement Plan for Bargaining Employees of Leach Corporation" had they retired under that plan with at least 15 years of service.
- (b) For any participant who transferred from the Bargaining Plan in connection with the October 23, 1991, is equal to the sum of (i) and (ii), where (i) equals benefits for pre-October 23, 1991 service based on the provisions of the former Bargaining Plan; and (ii) equals benefits for post-October 23, 1991 based on the provisions of this Plan.
- (c) Transfer from the Bargaining Plan prior to the October 23, 1991 merger: (i) transfers prior to July 1, 1990 - benefits are determined based on this plan for all service, reduced for benefits earned under the Bargaining Plan; (ii) transfer on or after July 1, 1990 - benefits are determined based on this plan for service from transfer date. Benefits were frozen as of December 31, 2003.

Plan Name:	Esterline Technologies Retirement Plan
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Valuation Date:	January 1, 2016

SCHEDULE SB ATTACHMENTS

Monthly preretirement death benefit	50% of the monthly pension benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the participant's 55th birthday.
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Eligibility for Benefits

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

Benefits Paid Upon the Following Events

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

Plan Name: Esterline Technologies Retirement Plan
EIN / PN: 13-2595091 / 004
Plan Sponsor: Esterline Technologies
Valuation Date: January 1, 2016

SCHEDULE SB ATTACHMENTS

Other Plan Provisions

Forms of payment	A participant may elect to receive an actuarially equivalent optional benefit in one of the following forms: ■ Life annuity; ■ 50%, 66-2/3%, or 100% joint and survivor benefit or ■ 5-, 10- or 15-year certain and life annuity. ■ Social Security Level Payment – if retiring before Age 65. ■ Effective September 8, 2014, a voluntary lump sum window (Esterline Technologies Pension Lump Sum Offer) permits a one-time lump sum cash-out (or immediate annuity) option as of December, 1, 2014 for certain vested terminated participants.
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 minimum and maximum contributions.

Changes in Benefits Valued Since Prior Year

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

Plan Name:	Esterline Technologies Retirement Plan
EIN / PN:	13-2595091 / 004
Plan Sponsor:	Esterline Technologies
Valuation Date:	January 1, 2016

Esterline Technologies Retirement Plan

EIN: 13-2595091

Plan #: 004

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

December 31, 2016

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks		
Trinseo Sa	\$ 182,562	\$ 217,512
AK Steel Hldg Corp	127,903	206,365
Abiomed Inc	154,449	148,400
Advisory Board Co	195,902	163,889
Aerojet Rocketdyne Holdings	214,723	204,415
Align Technology Inc	135,287	141,407
Allegheny Technologies Inc	185,174	185,059
Allete Inc.	168,362	223,510
Alliant Energy Corp	210,315	246,740
Ally Financial Inc	358,294	388,407
Alnylam Pharmaceuticals Inc	227,761	144,668
American Campus Communities	167,922	230,833
American Finl Group Inc. Ohio	203,499	444,918
Aramark	240,112	250,183
Arrow Electrs Inc.	153,293	247,696
Assurant Inc	213,837	271,523
Atara Biotherapeutics Inc	166,149	100,508
Athenahelath Inc	249,707	231,164
Atmos Energy Corp	124,649	159,348
Avnet Inc	259,952	288,041
Bats Global Markets Inc	220,374	281,283
B & G Foods Inc	210,065	216,197
Bwx Technologies Inc	131,055	200,763
Bank of the Ozarks Inc	146,361	210,150
Bankunited Inc	345,004	398,270
Barracuda Networks Inc	144,250	140,324
Bluebird Bio Inc	119,073	141,170
Brunswick Corp	161,371	244,121
CEB Inc	637,675	635,149
Cdw Corp De	325,334	378,955
Caci International Inc	171,650	218,022
Cadence Design Sys Inc	601,004	612,669
Calatlantic Group Inc	133,848	173,349
Caleres Inc	149,816	196,723
Calpine Corp	236,561	192,527
Camping World Holding Inc	33,154	49,113
Carters Inc	602,230	531,903
Caseys Gen Stores Inc.	139,559	208,516
Catalent Inc	286,019	315,162
Century Aluminum Company	104,529	111,828
Channeladvisor Corp	251,552	263,595
Charles River Laboratories	88,338	150,704
Ciena Corp	214,595	278,640
Clean Hbros Inc	551,999	606,140
Comerica Inc.	246,633	344,432
Commscope Hldg Co Inc	200,866	249,426
Cooper Cos Inc	180,564	176,679
Cooper Cos Inc	371,515	357,732
Costart Group Inc	222,560	207,527

Esterline Technologies Retirement Plan

EIN: 13-2595091

Plan #: 004

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

December 31, 2016

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks (continued)		
Customers Bancorp Inc	108,816	113,693
Cypress Semiconductor Corp	265,026	286,011
Ddr Corp	359,403	324,808
D R Horton Inc.	143,803	201,258
Dsw Inc Cl A	208,267	196,511
Dana Incorporated	73,258	74,212
Deluxe Corp	49,951	145,153
The Descartes Systems Group Inc	207,278	218,451
Dexcom Inc	246,406	188,712
Diamondrock Hospitality Co.	140,791	152,208
Dick's Sporting Goods Inc	266,806	263,854
Dril Quip Inc	117,890	127,366
Duke Realty Corporation	249,797	361,535
Dunkin Brands Group Inc	350,574	400,694
E Trade Financial Corp	324,261	376,749
Emcor Group Inc.	154,292	328,751
Endologix Inc	366,241	174,637
Euronet Worldwide Inc	147,196	139,355
Exact Sciences Corp	270,943	198,944
Express Inc	79,037	70,575
Financial Engines Inc	314,894	384,773
Finish Line Inc Cl A	60,067	57,088
First Hawaiian Inc	117,506	161,460
First Republic Bank San Fran	100,051	151,110
Five Below	373,278	316,283
Forest City Realty Trust A	303,292	290,801
Forward Air Corp	410,407	413,627
Arthur J Gallagher Co	192,215	214,075
Gartner Inc	387,339	409,131
General Cable Corporation	180,730	258,242
Genesee & Wyo Inc. Cl A	286,173	252,930
Goodyear Tire Rubber Co.	180,050	199,791
Grand Canyon Education Inc	363,134	485,369
Great Plains Energy Incorporated	193,821	194,212
Hanover Ins Group Inc	201,861	241,177
Harsco Corp	90,030	177,439
Heartland Express Inc	371,134	389,853
HEICO Corporation Cl A	452,910	532,404
Hibbett Sports Inc	374,242	392,396
Hill Rom Holding Inc	169,266	215,409
Huntington Bancshares Inc.	244,217	394,300
Huntington Ingalls Industrie	172,674	270,943
Huntsman Corp	111,143	146,286
Itt Corp New	194,329	190,767
Impax Laboratories Inc	226,645	96,632
Inc Research Holdings Inc A	515,707	593,696
Insulet Corp	184,799	168,957
Investment Technology Group Inc.	75,671	146,254

Esterline Technologies Retirement Plan

EIN: 13-2595091

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

December 31, 2016

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks (continued)		
Jetblue Airways Corp	204,096	250,162
Juno Therapeutics Inc	147,106	87,653
Kennametal Inc	176,279	194,187
Kirby Corp	346,013	403,722
Lpl Financial Holdings Inc	170,745	184,043
Lpl Financial Holdings Inc	463,220	609,943
Lexington Realty Trust	109,957	128,606
Littelfuse Inc.	66,711	156,930
Live Nation Entertainment Inc	234,628	262,356
Msc Indl Direct Co Inc Cl A	220,378	279,480
Mack Cali Realty Corp	117,003	172,959
Manitowoc Food Service in Wi	253,747	256,335
Manpowergroup Inc	243,280	258,434
Maximus Inc	308,256	294,404
Medical Properties Trust Inc.	121,165	135,263
Medidata Solutions Inc	211,630	192,173
Mednax Inc	284,865	289,238
Meritor Inc	226,277	235,694
Mid-Amer Apt Cmnty Inc	195,765	213,074
Molina Healthcare Inc	121,046	131,526
Monro Muffler Brake Inc	156,385	143,858
Multi Color Corporation	147,339	151,010
National Cinemedia Inc	586,257	539,133
National Storage Affiliates	211,592	235,112
Neurocrine Biosciences Inc	147,916	114,436
Nevro Corp	167,665	151,496
New Relic Inc	241,337	199,586
Oasis Petroleum Inc	201,771	351,157
Old Dominion Fgth Line Inc	193,227	246,732
On Semiconductor Corp	246,295	286,054
Owens Corning	208,057	250,478
Pdc Energy Inc	191,808	229,208
P N M Resources Inc.	94,221	142,208
Pacwest Bancorp	411,670	559,698
Parsley Energy Inc	162,937	302,888
Patterson Companies Inc	267,806	229,809
Pinnacle West Cap Corp	196,777	275,446
Plexus Corp	142,140	240,586
Polaris Inds Inc	361,311	310,940
Prestige Brands Hldgs Inc	145,239	156,508
Primerica Inc	146,740	193,274
Proto Labs Inc	316,323	288,844
Quidel Corp	134,872	124,964
Rsp Premian Inc	200,447	263,169
Raymond James Finl Inc	193,609	276,457
Realpage Inc	264,543	315,030
Regal Beloit Corp	130,316	143,209
Revanche Therapeutics Inc	152,789	229,335
Rice Energy Inc.	118,884	164,544

Esterline Technologies Retirement Plan

EIN: 13-2595091

Plan #: 004

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

December 31, 2016

Identity of Issuer and Description of Investment	Cost	Current Value
Common Stocks (continued)		
Rignet Inc	142,785	270,577
Ryman Hospitality Properties	100,158	143,537
Sps Commerce Inc	120,503	128,947
Ss&c Technologies Holdings	462,225	414,557
Saia Inc	102,141	147,682
Sally Beauty Company	759,847	762,851
Servicemaster Global Holding	779,134	789,111
Shutterstock Inc	190,102	155,676
Spectranetics Corp	301,136	304,952
Steel Dynamics Inc	164,856	233,974
Stifel Finl Corp	161,296	220,729
Sunstone Hotel Invs Inc	134,555	195,017
Swift Transportation Co	193,512	228,278
Synovus Financial Corp	325,849	643,477
Synergy Res Corp	196,435	230,404
Tfs Finl Corp	190,760	200,586
Tech Data Corp	148,540	187,312
Tegna Inc	251,561	268,017
Tennant Co	367,528	409,542
Teradyne Inc	244,583	322,148
Trimble Nav Ltd	316,409	343,499
Trinet Group Inc	458,977	557,235
2U Inc	459,239	395,387
U G I Corp	89,679	209,940
Usg Corp	203,955	220,932
United States Steel Corp	113,978	212,848
Univar Inc	166,603	250,734
Voya Financial Inc	218,776	224,338
Wabtec Corp	355,768	408,957
Westamerica Bancorporation	218,976	295,393
Western Alliance Bancorporation	158,381	577,262
Westlake Chemical Corp	184,670	191,542
Whiting Petroleum Corp	106,339	137,978
Wisdomtree Invts	245,402	257,646
Wolverine World Wide Inc	488,994	455,726
Woodward Inc	175,983	206,252
Wyndam Worldwide Corp	190,710	239,955
Xpo Logistics Inc	157,519	257,665
Zions Bancorporation	259,804	452,696
	<u>42,415,135</u>	<u>48,679,247</u>

Esterline Technologies Retirement Plan

EIN: 13-2595091

Plan #: 004

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

December 31, 2016

Identity of Issuer and Description of Investment	Cost	Current Value
Registered Investment Company Funds		
Dodge & Cox Stock Fund	19,743,124	28,738,049
Vanguard Institutional Index Fund	48,425,338	81,099,698
	<u>68,168,462</u>	<u>109,837,747</u>
Common Commingled Trust Funds		
Gsct Long Duration Credit Fund	36,121,538	38,942,839
Bernstein International Equity	11,689,150	13,300,557
McKinley Capital Intl Gr Lp	13,460,133	12,741,173
GSCT Long Duration Plus Fi Fund	24,212,548	38,112,477
	<u>85,483,369</u>	<u>103,097,046</u>
Foreign Bonds		
Allegion Plc	150,336	152,256
Arch Cap Group Ltd	244,038	531,201
Arris International Plc	183,935	213,351
Assured Guaranty Ltd	185,349	219,670
Marvell Technology Group Ltd	283,695	398,554
Nabors Industries Ltd	244,547	412,034
Steris Plc	440,590	424,557
Stratasys Ltd	197,115	163,564
Cimpress Nv	217,071	211,711
Sensata Technologies Holding	594,869	611,048
Tronox Ltd Cl A	112,125	172,239
Flex Ltd	215,072	286,983
Dbv Technologies Sa A D R	136,867	140,379
Novadaq Technologies Inc	200,396	138,446
Ritchie Bros Auctioneers Inc	119,765	123,658
	<u>3,525,770</u>	<u>4,199,651</u>
Money Market Fund		
* First American Govt Obligation Fund Cl Z	5,481,905	5,481,905
	<u>5,481,905</u>	<u>5,481,905</u>
Total investments	<u>\$ 205,074,641</u>	<u>\$ 271,295,596</u>

* Represents a party-in-interest.