

GOODRICH CORP
Form 11-K
June 24, 2011
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2010

Or

☐ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 1-892

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

GOODRICH CORPORATION EMPLOYEES SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Goodrich Corporation

Four Coliseum Centre

2730 West Tyvola Road

Charlotte, NC 28217-4578

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REQUIRED INFORMATION

1. Audited Financial Statements for the Goodrich Corporation Employees Savings Plan Including:
The Report of Independent Registered Public Accounting Firm; Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009; and Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2010.

2. Exhibit 23
Consent of Independent Registered Public Accounting Firm Ernst & Young LLP

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Goodrich Corporation Benefit Design and Administration Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

GOODRICH CORPORATION EMPLOYEES SAVINGS PLAN

June 24, 2011

/s/ Kevin P. Heslin
Kevin P. Heslin
Chairman, Goodrich Corporation

Benefit Design and Administration Committee

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AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Goodrich Corporation Employees' Savings Plan

December 31, 2010 and 2009, and year ended December 31, 2010

with Report of Independent Registered Public Accounting Firm

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Goodrich Corporation Employees' Savings Plan

Audited Financial Statements and Supplemental Schedule

December 31, 2010 and 2009 and

year ended December 31, 2010

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Goodrich Corporation

Benefit Design and Administration Committee

We have audited the accompanying statements of net assets available for benefits of Goodrich Corporation Employees' Savings Plan as of December 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the year ended December 31, 2010. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2010 and 2009, and the changes in its net assets available for benefits for the year ended December 31, 2010, in conformity with US generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2010 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Ernst & Young LLP

Charlotte, North Carolina
June 24, 2011

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Goodrich Corporation Employees Savings Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2010	2009
Assets		
Investments, at fair value (<i>Note 3</i>)	\$ 1,912,070,989	\$ 1,605,098,630
Contribution receivable - Goodrich Corporation	10,200,820	9,817,367
Notes receivable from participants	63,450,894	56,590,514
Total Assets	1,985,722,703	1,671,506,511
Adjustment from fair value to contract value for fully benefit responsive investment contracts	2,573,868	14,741,402
Net assets available for benefits	\$ 1,988,296,571	\$ 1,686,247,913

See accompanying notes to financial statements

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Goodrich Corporation Employees Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31, 2010

Additions

Investment income:

Interest	\$ 4,913,796
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Dividends	23,227,549
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Net appreciation in aggregate fair value of investments (Note 3)	230,346,534
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258,487,879

Interest income on notes receivable from participants	2,548,665
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Contributions from:

Participants	114,687,407
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Goodrich Corporation	50,273,947
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164,961,354

Total additions	425,997,898
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Deductions

Benefit payments	123,133,202
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Administrative expenses	816,038
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Total deductions	123,949,240
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Net increase	302,048,658
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Net assets available for benefits at beginning of year	1,686,247,913
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Net assets available for benefits at end of year	\$ 1,988,296,571
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See accompanying notes to financial statements.

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Goodrich Corporation Employees Savings Plan

Notes to Financial Statements

Year Ended December 31, 2010

1. Description of the Plan

The following description of Goodrich Corporation Employees Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all non-bargaining unit employees and substantially all bargaining unit employees of Goodrich Corporation (the Company) and all subsidiaries of the Company to which the Plan has been extended. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Participation in the Plan

The Plan offers participants the choice of three savings options: an after-tax savings option, a pre-tax 401(k) savings option and a Roth 401(k) option. Under the after-tax savings and Roth 401(k) options, participant contributions are subject to federal income taxes. When withdrawn, participants pay income tax on the investments earnings on after-tax contributions. Investment earnings on Roth 401(k) contributions are never taxed as long as certain conditions are met upon withdrawal. Under the pre-tax savings option, the participant postpones paying federal income taxes on the amount of contributions deducted from his or her salary until the contributions are withdrawn from the Plan. Participants can elect to participate in all of the savings options. Participants can contribute to each of the investment funds under all savings options.

Contributions

Each employee who elects to become a participant in the Plan may make pre-tax, after-tax or Roth 401(k) contributions up to 25% of their qualified compensation, as defined in the Plan document. Maximum pre-tax plus Roth 401(k) participant contributions (which are limited by Internal Revenue Service regulations) were \$16,500 for 2010. Highly compensated employees may be limited to contributing a lower percentage than 25% in order to facilitate the Plan's non-discrimination testing. Participants age 50 or older can contribute pre-tax catch-up contributions to the Plan, subject to limitations.

In December 2005, the Plan was amended to change the Company match that applies to non-bargaining unit and certain bargaining unit employees hired after December 31, 2005 to 100% of participant contributions up to 6% of pay. In addition, these participants will receive a discretionary Company contribution equal to 2% of eligible pay at the end of each Plan year provided they are still employed. This 2% contribution is subject to a 3-year vesting schedule. Also, non-bargaining unit and certain bargaining unit employees hired prior to December 31, 2005 who elected to freeze pension benefit service, effective July 1, 2006, receive the same match and Company contributions as new hires.

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Vesting Provisions

Participant contributions and earnings thereon are always fully vested. The Company match contribution and other Company contributions made to participant accounts subsequent to December 31, 2001 and earnings thereon are 100% vested. The Plan was amended in December 2005 to provide a 2% Company discretionary contribution at the end of each Plan year. Participants are 100% vested in these discretionary contributions once they have completed three years of service, as defined in the Plan document.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company's contributions. The accounts are adjusted for allocations of the Plan's investment income or losses and administrative expenses.

The Plan provides for the acceptance of rollover contributions from other plans qualified under the Internal Revenue Code (the "Code").

Dividends, interest and proceeds from sale of investments in each fund are reinvested in the respective fund.

Benefit Payments

Company contributions made after January 1, 1990, but prior to January 1, 2002, may not be withdrawn until the participant reaches age 55 or upon termination, disability or death. Company matching contributions made on or after January 1, 2002, may not be withdrawn until age 59 1/2 or upon termination, disability or death. Participants separating from service who meet certain requirements have the option of deferring distribution of the vested value of his or her account until age 70- 1/2.

Subject to certain conditions as set forth in the Plan document, a participant may make an in-service withdrawal of his or her pre-tax contributions upon incurring a financial hardship.

A participant who elects to withdraw from the Plan is paid the fair value of his or her vested account balance. Distributions from the Goodrich Stock Fund are made in cash or stock. Distributions from the other funds are made in cash.

Forfeiture of Interest

Upon a participant's separation from service, the portion of investments attributable to contributions made by the Company which have not vested shall remain in such accounts. Such nonvested amounts shall be forfeited on the date which is the earlier of the participant receiving a full distribution of the vested portion of the account balance or 60 consecutive months after separation from service. If the participant is rehired before such forfeiture, the nonvested portion shall remain in the participant's account.

All amounts forfeited under the Plan will remain in the Plan and be used to reduce future contributions to the Plan by the Company. If the Plan is terminated, any forfeited amounts not yet applied against the Company's contributions will accrue ratably to the remaining participants in the Plan at the date of termination.

Participant Loans

Participant loans consist of general purpose and principal residence. General purpose loans have terms ranging from 1 to 5 years and provide fixed interest rates based upon the federal short-term rate, which ranged from 0.81% to 11.5% during 2010. Principal residence loans have terms ranging from 1 to 15 years and provide fixed interest rates based upon the federal long-term rate which ranged from 2.74% to 8.96% during 2010. Under either type of loan, participants may borrow up to 50% of the value of their vested account balance up to a maximum of \$50,000. The minimum a participant may borrow is \$1,000. In general, participant loans are repaid in equal weekly or bi-weekly installments through payroll deductions and are secured by the participant's interest in the Plan.

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Administrative Expenses

Investment management fees and administrative expenses related to recordkeeping are charged against the earnings of the investment funds in which the participants' funds are invested. Fees for certain transactions, such as withdrawals and loan processing, are charged directly to the account of the participant.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of a termination of the Plan, all participants will become 100% vested and the net assets of the Plan will be distributed to the participants based on the value of their accounts. Since this is an individual account plan, the Pension Benefit Guaranty Corporation does not guarantee any benefits.

The foregoing description of the Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions. Copies of the Plan document are available from the Human Resource Department of the Company.

2. Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2010 or 2009. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

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New Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements*, ASU 2010-06. ASU 2010-06 amended ASC 820 to clarify certain existing fair value disclosures and require a number of additional disclosures. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each class of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2 and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which was delayed until 2011, the guidance in ASU 2010-06 is effective for reporting periods beginning after December 15, 2009. Since ASU 2010-06 only affects fair value measurement disclosures, adoption of ASU 2010-06 did not affect the Plan's net assets available for benefits or its changes in net assets available for benefits.

In September 2010, the FASB issued Accounting Standards Update 2010-25, *Reporting Loans to Participants by Defined Contribution Pension Plans*, ASU 2010-25. ASU 2010-25 requires participant loans to be measured at their unpaid principal balance plus any accrued but unpaid interest and classified as notes receivable from participants. Previously, loans were measured at fair value and classified as investments. ASU 2010-25 is effective for fiscal years ending after December 15, 2010 and is required to be applied retrospectively. Adoption of ASU 2010-25 did not change the value of participant loans from the amount previously reported as of December 31, 2009. Participant loans have been reclassified to notes receivable from participants as of December 31, 2009.

3. Fair Value of Financial Investments, Carried at Fair Value

The following presents investments that represent 5 percent or more of the Plan's net assets.

	December 31,	
	2010	2009
JP Morgan Chase & Co. 2A Stable Value Fund	\$ 311,397,708	\$ 286,961,448
Goodrich Corporation 2I Company Stock	307,900,836	256,427,210
Mellon Capital Management 2C S&P Index Fund	154,855,553	134,998,258
Fidelity Management & Research Corp Freedom 2020 Fund	131,294,094	105,086,733

The Company defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The following three levels of inputs are used to measure fair value:

Level 1 quoted prices in active markets for identical assets and liabilities.

Level 2 observable inputs other than quoted prices in active markets for identical assets and liabilities.

Level 3 unobservable inputs in which there is little or no market data available which requires the reporting entity to develop its own assumptions.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The following is a description of the valuation techniques and inputs used for instruments measured at fair value.

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Mutual Funds

Plan investments are stated at fair value. The shares of registered investment companies are valued at quoted market prices in an active market, which represent the net asset values of shares held by the Plan at the end of the year.

Lifecycle Funds

This category includes investments in highly diversified funds designed to remain appropriate in terms of risk throughout an investor's working lifetime up to expected retirement age around the target year of the particular fund. Plan investments are stated at fair value. The shares of registered investment companies are valued at quoted market prices in an active market, which represent the net asset values of shares held by the Plan at the end of the year.

Goodrich Stock Fund

The Goodrich Stock Fund is a unitized separate account composed of common stock of the Company and short-term cash investments. The unit value of the fund is derived from the fair value of the common stock based on quoted market prices in an active market and the short-term cash investments.

Unitized Separate Accounts

The unitized separate accounts are composed of common stock and short-term cash investments. The net asset values of the accounts are derived from the fair values of the investments held based on quoted market prices in an active market and the short-term cash investments. The funds are valued daily and there are currently no restrictions on redemptions. Redemptions of these funds may be suspended or delayed by the managers in periods of significant market upheaval or liquidity events.

The large-cap growth fund targets long-term total return in excess of the Russell 1000® Index. It invests primarily in U.S. common stocks, real estate securities and depository receipts, but may invest up to 20% of its assets in non-U.S. securities. The fund invests primarily in companies with market capitalizations over \$1 billion at the time of purchase, with the majority of its assets represented by companies with market capitalizations over \$10 billion.

The large-cap value fund targets long-term total return in excess of the Russell 1000® Value Index and primarily invests in common stocks of U.S. large-cap companies using a contrarian relative value style, as opposed to a deep value strategy.

The small-cap fund targets long-term total return in excess of the Russell 2000® Value Index. It will invest at least 80% of its assets in equity securities of small cap U.S. companies. The fund seeks companies which are undervalued, but have strong fundamentals and may provide significant upside potential.

Brokerage Link

Investments in the individual Fidelity mutual funds and investments under the brokerage link are valued at quoted market prices in an active market on the last business day of the Plan year.

Collective Trust Funds

The collective trust funds are composed of fixed income/equity investments and short-term cash investments. The net asset values of the accounts are derived from the fair values of the underlying securities based on quoted market prices in active markets and short-term cash investments. The funds are valued daily and there are currently no restrictions on redemptions. Redemptions of these funds may be suspended or delayed by the managers in periods of significant market upheaval or liquidity events.

The international equity fund targets long-term total return in excess of the MSCI All Country World (ex-US) Growth Index. It seeks to be broadly diversified across countries and sectors and may invest in foreign and/or emerging markets securities. The fund may invest a substantial amount of its assets in issuers located in a limited number of countries and is susceptible to adverse economic, political or regulatory developments affecting those countries. The S&P Index fund seeks to track the performance of the S&P 500® Index.

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The Stable Value Fund is a conservative investment strategy that seeks to preserve the value of money invested, perform better than the average money market fund and earn consistent, reliable returns. The Stable Value Fund is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The Stable Value Fund invests in a short-term liquidity portfolio and a high quality fixed income portfolio that is paired with fully benefit responsive wrapper contracts issued by various financial institutions and insurance companies. The Stable Value Fund may use U.S. Treasury futures and other derivative tools to help efficiently and cost-effectively manage the interest rate and other risks in the portfolio. The short-term liquidity portfolio is composed of short-term investment grade securities. The fixed income portfolio is a common collective trust that invests in investment grade fixed income securities, primarily U.S. Treasury, agency, corporate, mortgage-backed, asset-backed, and privately placed mortgage debt. Fixed income securities held by the common collective trust are valued each day based on readily available market quotations received from independent or affiliated commercial pricing services. The wrapper contracts are reported at fair value in the Plan's Statement of Net Assets Available for Benefits with a corresponding adjustment to reflect the wrapper contracts at contract value. The fair value of the wrapper contracts is determined by the difference between the replacement cost and actual cost projected for the duration of the associated portfolio and discounted back to the measurement date using an appropriate discount rate.

There are no reserves against wrapper contract value for credit risk of the contract issuers or otherwise. The crediting interest rate related to the fixed income portfolio is based on a formula agreed upon with the issuers and is typically calculated on a quarterly basis. The wrapper contracts amortize the realized and unrealized gains and losses on the underlying fixed income portfolio investments, typically over the duration of the investments, through adjustments to the future interest crediting rate (which is the rate earned by participants in the fund for underlying investments). The issuers of the wrapper contracts provide assurance that the adjustments to the interest crediting rate do not result in a future interest crediting rate that is less than zero, provided that all terms of the wrapper contract have been met. Key factors that could influence future crediting rates include, but are not limited to: participant directed cash flows; changes in interest rates; total return performance of the fair market value bond strategies underlying the investment contracts; default or credit failures of any of the securities, investment contracts, or other investments held in the Plan; the initiation of an extended termination of the investment contracts; and the cost, terms and availability of wrapper contracts.

Certain events limit the ability of the Stable Value Fund to transact at wrapper contract value with the issuer. These events include termination of the Plan, a material adverse change to the provisions of the Plan, if the Fund elects to withdraw from a wrapper contract in order to switch to a different investment provider, or if the terms of a successor plan (in the event of the spin-off or sale of a division) do not meet the wrapper contract issuer's underwriting criteria for issuance of a clone wrapper contract. These events that could result in the payment of benefits at market value rather than contract value are not probable of occurring in the foreseeable future.

The wrapper contracts do not permit the issuers to terminate the contracts unless the Plan loses its qualified status, has incurred material breaches of responsibilities, or material and adverse changes occur to the provisions of the Plan.

The following table summarizes the average yields earned by the plan for the fully benefit responsive investment contracts:

	Year Ended December 31,
	2010
Average Yields:	
Based on actual earnings	2.9%
Based on interest rate credited to participants	1.9%

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Investments reported in the Plan's Form 5500 differ from Investments reported in the Statements of Net Assets Available for Benefits at December 31, 2010 and 2009 by the adjustment from fair value to contract value for the fully benefit responsive investment contracts of \$2,573,868 and \$14,741,402, respectively and the classification of participant loans as notes receivable from participants of \$63,450,894 and \$56,590,514, respectively.

During 2010, the Plan's investments including gains and (losses) on investments bought, sold and held during the year appreciated in fair value by \$230,346,534 as follows:

Mutual Funds	\$ 60,637,253
Lifecycle Funds	34,858,126
Goodrich Stock Fund	87,650,028
Unitized Separate Accounts	22,906,588
Collective Trust Funds	24,294,539
	\$ 230,346,534

The Plan's investments carried at fair value on a recurring basis were as follows:

	Balance December 31, 2010	Level 1	Level 2	Level 3	Balance December 31, 2009	Level 1	Level 2	Level 3
	(Dollars in millions)							
Investments:								
Mutual Funds								
Bond Fund	\$ 83.9	\$ 83.9	\$	\$	\$ 72.3	\$ 72.3	\$	\$
Mid-cap Fund	59.6	59.6			44.1	44.1		
Self-directed Provider Funds	372.0	372.0			350.5	350.5		
Lifecycle Funds	397.2	397.2			268.4	268.4		
Goodrich Stock Fund	307.9		307.9		256.4		256.4	
Unitized Separate Accounts								
Large-cap Growth Fund	78.8		78.8		64.3		64.3	
Large-cap Value Fund	27.0		27.0		23.5		23.5	
Small-cap Fund	41.9		41.9		35.1		35.1	
Self-directed Brokerage Link	24.8	24.8			19.3	19.3		
Collective Trust Funds								
International Equity Fund	52.7		52.7		48.8		48.8	
S&P Index Fund	154.9		154.9		135.0		135.0	
Stable Value Fund	310.7		310.7		286.6		286.6	
Wrapper on Investment Contracts	0.7			0.7	0.8			0.8
Investments, at fair value	\$ 1,912.1	\$ 937.5	\$ 973.9	\$ 0.7	\$ 1,605.1	\$ 754.6	\$ 849.7	\$ 0.8

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4. Income Tax Status

The Plan received a determination letter from the Internal Revenue Service dated July 22, 2004, stating that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Goodrich Corporation Benefit Design and Administration Committee believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt. The Company has analyzed the tax positions taken by the Plan and has concluded as of December 31, 2010, there are no uncertain positions taken or expected to be taken.

5. Transactions with Parties-in-Interest

The Company pays certain legal and accounting expenses of the Plan. Other than as described above or pursuant to the Trust Agreement with Fidelity Investments, the Plan has had no agreements or transactions with any parties-in-interest that are prohibited transactions under ERISA section 3(14).

6. Risks and Uncertainties

The Plan invests in various investment securities which are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

7. Subsequent Event

Effective January 21, 2011, the Atlantic Inertial Systems, Inc. 401(k) Retirement Savings Plan (AIS Plan) was merged into the Plan. The net assets of the AIS Plan of \$55,480,284 were transferred to the Plan. AIS Global Holdings LLC (AIS) was acquired by the Company on December 21, 2009.

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Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Par or	Total Current Value
	Maturity Date	
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FIDELITY	\$ 581,910
FIDELITY MANAGEMENT & RESEARCH CORP*	FID PURITAN	3,667,248
FIDELITY MANAGEMENT & RESEARCH CORP*	FID TREND	244,023
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL COMPUTERS	292,423
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL ELECTRONICS	328,765
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL CONS STAPLES	1,710,704
FIDELITY MANAGEMENT & RESEARCH CORP*	FID VALUE STRATEGIES	829,882
FIDELITY MANAGEMENT & RESEARCH CORP*	FID GINNIE MAE	2,744,510
FIDELITY MANAGEMENT & RESEARCH CORP*	FIDELITY MAGELLAN	20,452,400
FIDELITY MANAGEMENT & RESEARCH CORP*	FID CONTRAFUND	30,248,224
FIDELITY MANAGEMENT & RESEARCH CORP*	FID EQUITY INCOME	1,597,428
FIDELITY MANAGEMENT & RESEARCH CORP*	FID GROWTH COMPANY	2,988,849
FIDELITY MANAGEMENT & RESEARCH CORP*	FIDELITY INVST GR BD	1,149,077
FIDELITY MANAGEMENT & RESEARCH CORP*	FID GROWTH & INCOME	23,426,457
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL SOFTWARE	964,563
FIDELITY MANAGEMENT & RESEARCH CORP*	FID INTERMED BOND	2,192,863
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL AIR TRANSPRT	1,461,536
FIDELITY MANAGEMENT & RESEARCH CORP*	FID CAPITAL & INCOME	4,525,410
FIDELITY MANAGEMENT & RESEARCH CORP*	FID VALUE STRATEGIES	1,862,771
FIDELITY MANAGEMENT & RESEARCH CORP*	FID MORTGAGE SEC	109,947
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL GOLD	16,898,695
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL BIOTECH	665,250
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL ENERGY SVCS	4,700,364
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL INSURANCE	103,707
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL RETAILING	511,862
FIDELITY MANAGEMENT & RESEARCH CORP*	FIDELITY GOVT INCOME	3,055,016
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL ENERGY	7,227,380
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL LEISURE	1,039,238
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL HEALTHCARE	825,927
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL TECHNOLOGY	3,901,423
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL UTILITIES GR	577,937

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FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL FINANCIAL	1,337,307
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL DEFENSE	2,838,126
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL BROKERAGE	516,961
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL CHEMICALS	2,688,893
FIDELITY MANAGEMENT & RESEARCH CORP*	FID INDEPENDENCE	2,833,114
FIDELITY MANAGEMENT & RESEARCH CORP*	FID OTC PORTFOLIO	944,709
FIDELITY MANAGEMENT & RESEARCH CORP*	FID OVERSEAS	989,726
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL TELECOMM	191,164
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL HOME FINANCE	168,115
FIDELITY MANAGEMENT & RESEARCH CORP*	FID LEVERAGED CO STK	9,731,119
FIDELITY MANAGEMENT & RESEARCH CORP*	FID EUROPE	417,129
FIDELITY MANAGEMENT & RESEARCH CORP*	FID PACIFIC BASIN	1,251,979
FIDELITY MANAGEMENT & RESEARCH CORP*	FID REAL ESTATE INVS	3,023,764
FIDELITY MANAGEMENT & RESEARCH CORP*	FID BALANCED	3,921,580
FIDELITY MANAGEMENT & RESEARCH CORP*	FID INTL DISCOVERY	2,232,613
FIDELITY MANAGEMENT & RESEARCH CORP*	FID CAP APPRECIATION	1,104,990
FIDELITY MANAGEMENT & RESEARCH CORP*	FID CONVERTIBLE SEC	760,729
FIDELITY MANAGEMENT & RESEARCH CORP*	FID CANADA	9,221,084
FIDELITY MANAGEMENT & RESEARCH CORP*	FIDELITY UTILITIES	272,495
FIDELITY MANAGEMENT & RESEARCH CORP*	FID BLUE CHIP GROWTH	5,020,765
FIDELITY MANAGEMENT & RESEARCH CORP*	FID ASSET MGR 0.5	2,009,732
FIDELITY MANAGEMENT & RESEARCH CORP*	FID DISCIPLINED EQTY	1,126,886
FIDELITY MANAGEMENT & RESEARCH CORP*	FIDELITY LOW PR STK	10,090,761
FIDELITY MANAGEMENT & RESEARCH CORP*	FID WORLDWIDE	316,279
FIDELITY MANAGEMENT & RESEARCH CORP*	FID EQUITY INCOME II	995,014
FIDELITY MANAGEMENT & RESEARCH CORP*	FID STOCK SELECTOR	297,943
FIDELITY MANAGEMENT & RESEARCH CORP*	FID ASSET MGR 0.7	1,957,964
FIDELITY MANAGEMENT & RESEARCH CORP*	FIDELITY EMERG MRKTS	8,776,185
FIDELITY MANAGEMENT & RESEARCH CORP*	FID GR STRATEGIES	272,943
FIDELITY MANAGEMENT & RESEARCH CORP*	FID DIVERSIFIED INTL	5,357,677
FIDELITY MANAGEMENT & RESEARCH CORP*	FID ASSET MGR 0.2	1,568,526
FIDELITY MANAGEMENT & RESEARCH CORP*	FID DIVIDEND GROWTH	1,001,384
FIDELITY MANAGEMENT & RESEARCH CORP*	FID NEW MARKETS INC	6,335,058
FIDELITY MANAGEMENT & RESEARCH CORP*	FID EXP & MULTINATL	1,377,063
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FOCUSED STOCK	289,493
FIDELITY MANAGEMENT & RESEARCH CORP*	FID GLOBAL BALANCED	1,332,694
FIDELITY MANAGEMENT & RESEARCH CORP*	FID INTL CAP APPREC	350,759
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SM CAP INDEPEND	713,398
FIDELITY MANAGEMENT & RESEARCH CORP*	FID MID CAP STOCK	3,036,270
FIDELITY MANAGEMENT & RESEARCH CORP*	FID LARGE CAP STOCK	320,623
FIDELITY MANAGEMENT & RESEARCH CORP*	FID GROWTH DISCOVERY	396,822
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SMALL CAP STOCK	2,185,659
FIDELITY MANAGEMENT & RESEARCH CORP*	FID EUROPE CAP APP	361,991
FIDELITY MANAGEMENT & RESEARCH CORP*	FIDELITY NORDIC	1,410,977
FIDELITY MANAGEMENT & RESEARCH CORP*	FID ASSET MGR 0.85	188,187
FIDELITY MANAGEMENT & RESEARCH CORP*	FID LATIN AMERICA	15,079,686
FIDELITY MANAGEMENT & RESEARCH CORP*	FID JAPAN	339,768
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SOUTHEAST ASIA	3,787,689

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FIDELITY MANAGEMENT & RESEARCH CORP*	FID CHINA REGION	8,673,143
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL IT SERVICES	89,848
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL MED EQ & SYS	1,840,284
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FOUR IN ONE IDX	819,179
FIDELITY MANAGEMENT & RESEARCH CORP*	FID JAPAN SMALLER CO	243,836
FIDELITY MANAGEMENT & RESEARCH CORP*	FID MEGA CAP STOCK	209,926
FIDELITY MANAGEMENT & RESEARCH CORP*	FID STRATEGIC INCOME	4,814,937
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FREEDOM INCOME	8,914,376
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FREEDOM 2000	7,099,277
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FREEDOM 2010	53,593,469
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FREEDOM 2020	131,294,094
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FREEDOM 2030	76,396,687
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SM CAP RTMT	2,719,575
FIDELITY MANAGEMENT & RESEARCH CORP*	SPTN TOTAL MKT INDEX	1,656,004
FIDELITY MANAGEMENT & RESEARCH CORP*	SPTN EXTND MKT INDEX	781,317
FIDELITY MANAGEMENT & RESEARCH CORP*	SPARTAN INTL INDEX	2,244,937
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SHORT TERM BOND	5,687,439
FIDELITY MANAGEMENT & RESEARCH CORP*	FID INTM GOVT INCOME	1,111,523
FIDELITY MANAGEMENT & RESEARCH CORP*	FID HIGH INCOME	2,985,601
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FIFTY	747,826
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL AUTOMOTIVE	1,508,083
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL MULTIMEDIA	198,455
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL MEDICAL DEL	662,128
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL BANKING	1,082,435
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL MATERIALS	2,984,809
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL INDUST EQUIP	450,727
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL CONSTR/HOUSE	195,045
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL TRANSPORT	2,248,486
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL NATURAL GAS	2,715,648
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL NATURAL RES	3,524,838
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL INDUSTRIALS	726,340
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL ENVIRONMENT	154,391
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL CONS DISCR	140,953
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL COMM EQUIP	381,095
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL PHARMACEUTCL	604,864
FIDELITY MANAGEMENT & RESEARCH CORP*	SPARTAN US EQ INDEX	2,657,851
FIDELITY MANAGEMENT & RESEARCH CORP*	FIDELITY US BD INDEX	2,392,707
FIDELITY MANAGEMENT & RESEARCH CORP*	FID INST SH INT GOVT	507,084
FIDELITY MANAGEMENT & RESEARCH CORP*	FID LARGE CAP VALUE	722,832
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FREEDOM 2040	42,405,060
FIDELITY MANAGEMENT & RESEARCH CORP*	FID MID CAP VALUE	1,126,112
FIDELITY MANAGEMENT & RESEARCH CORP*	FID LARGE CAP GROWTH	598,375
FIDELITY MANAGEMENT & RESEARCH CORP*	FID MID CAP GROWTH	961,259
FIDELITY MANAGEMENT & RESEARCH CORP*	FID INFLAT PROT BOND	2,910,263
FIDELITY MANAGEMENT & RESEARCH CORP*	FID ULTRASHORT BOND	55,687
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FLOAT RT HI INC	1,408,431
FIDELITY MANAGEMENT & RESEARCH CORP*	FID INTL SMALL CAP	2,177,106
FIDELITY MANAGEMENT & RESEARCH CORP*	FID TOTAL BOND	2,260,373
FIDELITY MANAGEMENT & RESEARCH CORP*	FID VALUE DISCOVERY	1,178,475
FIDELITY MANAGEMENT & RESEARCH CORP*	FID REAL ESTATE INC	819,388

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FIDELITY MANAGEMENT & RESEARCH CORP*	FID SEL WIRELESS	832,679
FIDELITY MANAGEMENT & RESEARCH CORP*	FID BLUE CHIP VALUE	378,249
FIDELITY MANAGEMENT & RESEARCH CORP*	FID NASDAQ COMP INDX	494,208
FIDELITY MANAGEMENT & RESEARCH CORP*	FREEDOM 2005	874,344
FIDELITY MANAGEMENT & RESEARCH CORP*	FREEDOM 2015	17,516,454
FIDELITY MANAGEMENT & RESEARCH CORP*	FREEDOM 2025	24,256,146
FIDELITY MANAGEMENT & RESEARCH CORP*	FREEDOM 2035	14,007,553
FIDELITY MANAGEMENT & RESEARCH CORP*	FID STRAT DIV & INC	190,945
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FOCUSED HIGH INC	267,314
FIDELITY MANAGEMENT & RESEARCH CORP*	FID INTL REAL ESTATE	315,474
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SMALL CAP GROWTH	1,153,680
FIDELITY MANAGEMENT & RESEARCH CORP*	FID SMALL CAP VALUE	778,409
FIDELITY MANAGEMENT & RESEARCH CORP*	FID INTL SM CAP OPP	122,949
FIDELITY MANAGEMENT & RESEARCH CORP*	FID STRAT REAL RET	201,793
FIDELITY MANAGEMENT & RESEARCH CORP*	SPTN ST TR INDX INV	378,592
FIDELITY MANAGEMENT & RESEARCH CORP*	SPTN INT TR INDX INV	1,158,818
FIDELITY MANAGEMENT & RESEARCH CORP*	SPTN LT TR INDX INV	705,323
FIDELITY MANAGEMENT & RESEARCH CORP*	FID INTL VALUE	179,038
FIDELITY MANAGEMENT & RESEARCH CORP*	FREEDOM 2045	9,416,436
FIDELITY MANAGEMENT & RESEARCH CORP*	FID FREEDOM 2050	11,425,206
GOODRICH CORPORATION*	2I COMPANY STOCK	307,900,836
FIDELITY MANAGEMENT & RESEARCH CORP*	BROKERAGELINK	24,786,202
JP MORGAN CHASE & CO	2A STABLE VALUE FUND	311,397,708
JANUS INTERNATIONAL HOLDING LLC	JANUS WORLDWIDE	4,728,576
JANUS INTERNATIONAL HOLDING LLC	JANUS OVERSEAS	26,628,419
JP MORGAN CHASE & CO	2F MID CAP FUND	59,558,386
JP MORGAN CHASE & CO	2B BOND FUND	83,859,492
WELLINGTON MANAGEMENT	2E LARGE CAP GROWTH	78,816,501
STATE STREET GLOBAL ADVISOR	2H INTL EQUITY FUND	52,725,456
MELLON CAP MANAGEMENT	2C S&P INDEX FUND	154,855,553
T. ROWE PRICE GROUP, INC	2D LARGE CAP VALUE	26,951,651
THE BOSTON COMPANY ASSET MANAGEMENT	2G SMALL CAP FUND	41,896,439
		1,912,070,989
	LOANS TO PARTICIPANTS*	63,450,894
		\$ 1,975,521,883

* Indicates party-in-interest to the Plan.

Note: Cost information has not been included above because all investments are participant directed.

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EXHIBIT INDEX

23	Consent of Independent Registered Public Accounting Firm Ernst & Young LLP
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