

GOODRICH CORP
Form 11-K
June 29, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K

(Mark One)

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

For the fiscal year ended December 31, 2005

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

REQUIRED INFORMATION

1. Audited Financial Statements for the Goodrich Corporation Employees Savings Plan Including:

The Report of Independent Registered Public Accounting Firm; Statements of Assets Available for Benefits as of December 31, 2005 and 2004; and Statement of Changes in Assets Available for Benefits for the year ended December 31, 2005.

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 29, 2006

/s/ Kevin P. Heslin

Kevin P. Heslin
Chairman of Goodrich Corporation
Benefit Design and Administration Committee

AUDITED FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
Goodrich Corporation Employees Savings Plan,
December 31, 2005 and 2004, and year ended December 31, 2005
with Report of Independent Registered Public Accounting Firm

Goodrich Corporation Employees Savings Plan
Audited Financial Statements and Supplemental Schedule
December 31, 2005 and 2004 and
year ended December 31, 2005
Contents

| | |
|---|---|
| Report of Independent Registered Public Accounting Firm | 1 |
| Audited Financial Statements | |
| Statements of Assets Available for Benefits | 2 |
| Statement of Changes in Assets Available for Benefits | 3 |
| Notes to Financial Statements | 4 |
| Supplemental Schedule | |
| Schedule of Assets (Held at End of Year) | 8 |

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Goodrich Corporation

Benefit Design and Administration Committee

We have audited the accompanying statements of assets available for benefits of Goodrich Corporation Employees Savings Plan as of December 31, 2005 and 2004, and the related statement of changes in assets available for benefits for the year ended December 31, 2005. 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 assets available for benefits of the Plan at December 31, 2005 and 2004, and the changes in its assets available for benefits for the year ended December 31, 2005, in conformity with U.S. 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, 2005, 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

June 8, 2006

Goodrich Corporation Employees Savings Plan
Statements of Assets Available for Benefits

| | December 31, | |
|---|-------------------------|-------------------------|
| | 2005 | 2004 |
| Assets | | |
| Investments, at fair value (<i>Note 4</i>) | \$ 1,344,803,981 | \$ |
| Investment in Goodrich Corporation Savings Plans Master Trust, at fair value (<i>Notes 2 and 4</i>) | | 1,209,106,168 |
| Net assets available for benefits | \$ 1,344,803,981 | \$ 1,209,106,168 |

See accompanying notes to financial statements.

Goodrich Corporation Employees Savings Plan
 Statement of Changes in Assets Available for Benefits
 Year Ended December 31, 2005

Additions

| | |
|---|-------------------------|
| Investment income: | |
| Interest | \$ 12,356,905 |
| Dividends | 25,633,321 |
| Net appreciation in aggregate fair value of investments (<i>Note 4</i>) | 101,651,516 |
| | 139,641,742 |
| Contributions from: | |
| Participants | 67,538,946 |
| Goodrich Corporation | 19,327,309 |
| | 86,866,255 |
| Total additions | 226,507,997 |
| Deductions | |
| Withdrawals and terminations | 91,001,638 |
| Administrative expenses (<i>Note 1</i>) | 749,320 |
| Total deductions | 91,750,958 |
| Plan to plan transfers, net (<i>Note 1</i>) | 940,774 |
| Net increase | 135,697,813 |
| Assets available for benefits at beginning of year | 1,209,106,168 |
| Assets available for benefits at end of year | \$ 1,344,803,981 |

See accompanying notes to financial statements.

Goodrich Corporation Employees Savings Plan
Notes to Financial Statements
December 31, 2005

1. Description of the Plan

Goodrich Corporation Employees Savings Plan (the Plan) is a defined contribution plan covering substantially all non-bargaining unit employees and certain bargaining unit employees of Goodrich Corporation (the Company) and certain 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.

Effective February 1, 1994, Goodrich Corporation Savings Plan Master Trust (the Master Trust) was established to hold the assets of the Plan and the assets of Goodrich Corporation Savings Plan for Wage Employees. During 2005, net plan to plan transfers of assets to the Plan were \$940,774. The net transfer in was due to transfers into the Plan from the Goodrich Corporation Savings Plan for Rohr Employees in the amount of \$220,023 and the Goodrich Corporation Savings Plan for Wage Employees in the amount of \$720,751. On April 5, 2005, all assets, totaling \$720,751, of the Goodrich Corporation Savings Plan for Wage Employees were transferred into the Plan. The transferred assets relate primarily to the active employees of the Company's plating operation in Cleveland, Ohio. In December 2005, the Plan was amended to change the Company match that will apply to employees hired after 12/31/2005. The match for these participants is 100% of participant contributions up to 6% of pay. In addition, these participants will receive a 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. In addition, employees hired prior to 12/31/2005 who elected the Savings Plus option during the Retirement Choice election period will, effective 7/1/2006, get the same match and Company contributions as new hires.

The Plan offers participants the choice of two savings options: an after-tax savings option and a pre-tax, 401(k) savings option. Under the after-tax savings option, participant contributions are subject to federal income taxes, whereas 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 either or both of the savings options. Participants can contribute to each of the investment funds under both savings options. Participants age 50 or older can contribute pre-tax catch-up contributions to the Plan, subject to limitations.

Each employee who elects to become a participant in the Plan authorizes a payroll deduction from 1% to 25%, of their eligible earnings, subject to limitations under the Internal Revenue Code (the Code). Highly compensated employees may be limited to contributing a lower percentage than 25% in order to facilitate the Plan's passing of non-discrimination testing.

Participant contributions are always fully vested. The Plan provides that for each Plan year the Company will contribute a percentage of the participants' contributions that are 6% or less of the participants' monthly eligible earnings. The Plan was amended effective December 31, 2001 to eliminate the vesting requirement on Company contributions. Also at that time, the Company contributions were no longer automatically invested in the Company Stock Fund, but were invested in the same manner as participant contributions. The investment choices available to participants were expanded, and a brokerage option was added to the Plan.

The Plan was further amended on January 1, 2003 to increase the maximum payroll deduction to 25% from 18% of eligible earnings, to allow for age 50 or older catch-up contributions and to qualify the Company Stock Fund portion of the Plan as an ESOP in order to allow participants an opportunity to elect to receive dividends on Company stock in cash rather than having these dividends reinvested. Effective June 1, 2003 the Company match for all non-bargaining employees participating in the Plan was decreased from 100% to 50% on the first 6% of eligible earnings.

The Plan provides for the acceptance of rollover contributions from other plans qualified under the Code.

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

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.

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

Participants may borrow against their participant contributions and related earnings as permitted under the Code not to exceed the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from 1 to 5 years or up to 15 years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with prevailing market rates as determined monthly by the Trustee. Principal and interest are paid ratably through monthly payroll deductions. Rates for loans in 2005 ranged from 2.45% to 6.0%.

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

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue such 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 of the Plan are reported on the accrual basis of accounting.

Investment Valuation

The Plan's investments were held in the Master Trust until April 5, 2005, when all of the assets of the Goodrich Corporation Savings Plan for Wage Employees were transferred into the Goodrich Corporation Employees' Savings Plan. Prior to April 5, 2005 participation units of the Master Trust were stated at the underlying fair value of the trust investments. Both prior and subsequent to the dissolution of the Master Trust, the fair value of the Goodrich Stock Fund is derived from the value of the Company's common stock as determined by quoted market prices in an active market on the last day of the Plan year. 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.

Investments in the Stable Value Fund are primarily investment contracts, offered by major insurance companies and other approved financial institutions (with an average yield of 5.14% in 2005), and are valued at contract value (which approximates fair value). The loans to participants are valued at their outstanding balance, which approximates fair value. Temporary investments represent investments in short-term fixed income obligations, the fair value of which approximates cost.

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.

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.

3. 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.

4. Investments

Until April 5, 2005, the investment in the Master Trust represented the Plan's proportionate interest in the assets of the Master Trust. The Plan's investment in the Master Trust represented approximately 100% of the total net assets of the Master Trust at December 31, 2004.

Effective January 1, 2005, the EnPro Stock Fund no longer existed as an investment option in the Plan. The planned elimination of the EnPro Stock Fund was announced at the time of the original stock dividend in 2002.

The Plan had a divided interest in the Participant Loan Account, which reflects the Plan's specific loan transactions. Participation by the Plan in the Master Trust investment accounts was increased or decreased by the purchase or redemption of units of participation at the unit value established at the end of the day on which the purchase or redemption of units occurred. Summarized financial information for the Master Trust as of December 31, 2004 is as follows:

| | December 31, 2004 |
|---------------------------------------|----------------------|
| Employees Savings Plan | |
| Investments at fair value: | |
| Cash | \$ |
| Goodrich Stock Fund | 222,266,071 |
| EnPro Stock Fund | 12,427,645 |
| Fidelity Investments | 924,432,725 |
| Brokerage Link | 9,175,992 |
| Loans to participants | 40,084,292 |
| Total investments | 1,208,386,725 |
| Receivables: | |
| Dividends receivable | 1,358,709 |
| From other plans | |
| Assets payable to participating plans | \$ 1,209,745,434 |

When the assets of the Goodrich Corporation Savings Plan for Wage Employees were transferred into the Goodrich Corporation Employees Savings Plan on April 5, 2005, the Plan no longer belonged to a Master Trust. The following presents investments of the Plan as of December 31, 2005 that represent 5 percent or more of the Plan's net assets.

| | December 31, 2005 |
|--|----------------------|
| Fidelity Freedom 2020 Fund, 5,261,083 shares | \$ 77,390,530 |
| 2A Stable Value Fund, 214,466,621 shares | 214,466,621 |
| 2E Large Cap Growth Fund, 6,946,927 shares | 72,470,883 |
| 2C S&P Index Fund, 13,117,527 shares | 152,781,283 |
| Goodrich Stock Fund, 15,812,180 shares | 243,406,774 |

During 2005, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as determined by quoted market prices by \$101,651,516 as follows:

| | |
|---------------------------------|----------------|
| Registered Investment Companies | \$ 45,801,065 |
| Goodrich Stock Fund | 55,850,451 |
| | \$ 101,651,516 |

5. Transactions with Parties-in-Interest

Goodrich pays most legal and all 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).

Supplemental Schedule
Goodrich Corporation Employees Savings Plan
EIN 34-0252680 Plan-002
Schedule H, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2005

| Identity of Issue, Borrower, Lessor, or Similar Party | Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value | Current Value |
|--|--|----------------------|
| FIDELITY | FID FIDELITY* | \$ 130,093 |
| FIDELITY | FID PURITAN* | 1,787,931 |
| FIDELITY | FID TREND* | 3,905 |
| FIDELITY | FID SEL COMPUTERS* | 129,833 |
| FIDELITY | FID SEL ELECTRONICS* | 462,951 |
| FIDELITY | FID SEL FOOD & AG* | 177,838 |
| FIDELITY | FID VALUE STRATEGIES* | 92,356 |
| FIDELITY | FID GINNIE MAE* | 270,480 |
| FIDELITY | FIDELITY MAGELLAN* | 29,086,046 |
| FIDELITY | FID CONTRAFUND* | 23,355,161 |
| FIDELITY | FID EQUITY INCOME* | 942,982 |
| FIDELITY | FID GROWTH COMPANY* | 344,826 |
| FIDELITY | FIDELITY INVST GR BD* | 550,301 |
| FIDELITY | FID GROWTH & INCOME* | 43,426,103 |
| FIDELITY | FID SEL SOFTWARE* | 188,639 |
| FIDELITY | FID INTERMED BOND* | 541,059 |
| FIDELITY | FID SEL AIR TRANSPRT* | 203,815 |
| FIDELITY | FID CAPITAL & INCOME* | 1,063,111 |
| FIDELITY | FID VALUE* | 3,043,855 |
| FIDELITY | FID MORTGAGE SEC* | 143,727 |
| FIDELITY | FID SEL GOLD* | 2,922,495 |
| FIDELITY | FID SEL BIOTECH* | 525,951 |
| FIDELITY | FID SEL ENERGY SVCS* | 2,347,741 |
| FIDELITY | FID SEL INSURANCE* | 320,380 |
| FIDELITY | FID SEL RETAILING* | 63,208 |
| FIDELITY | FIDELITY GOVT INCOME* | 437,963 |
| FIDELITY | FID SEL ENERGY* | 6,416,903 |
| FIDELITY | FID SEL LEISURE* | 158,737 |
| FIDELITY | FID SEL HEALTHCARE* | 1,123,051 |
| FIDELITY | FID SEL TECHNOLOGY* | 506,255 |
| FIDELITY | FID SEL UTILITIES GR* | 245,731 |
| FIDELITY | FID SEL FINANCIAL* | 288,101 |
| FIDELITY | FID SEL DEFENSE* | 2,979,631 |

| | | |
|----------|-----------------------|------------|
| FIDELITY | FID SEL BROKERAGE* | 544,778 |
| FIDELITY | FID SEL CHEMICAL* | 760,413 |
| FIDELITY | FID INDEPENDENCE* | 387,292 |
| FIDELITY | FID OTC PORTFOLIO* | 30,598 |
| FIDELITY | FID OVERSEAS* | 311,851 |
| FIDELITY | FID SEL TELECOMM* | 67,807 |
| FIDELITY | FID SEL HOME FINANCE* | 208,421 |
| FIDELITY | FID LEVERAGED CO STK* | 8,458,635 |
| FIDELITY | FID EUROPE* | 513,617 |
| FIDELITY | FID PACIFIC BASIN* | 415,100 |
| FIDELITY | FID REAL ESTATE INVS* | 4,085,937 |
| FIDELITY | FID BALANCED* | 2,844,410 |
| FIDELITY | FID INTL DISCOVERY* | 1,325,442 |
| FIDELITY | FID CAP APPRECIATION* | 1,365,125 |
| FIDELITY | FID CONVERTIBLE SEC* | 192,303 |
| FIDELITY | FID CANADA* | 3,146,099 |
| FIDELITY | FIDELITY UTILITIES* | 191,112 |
| FIDELITY | FID BLUE CHIP GROWTH* | 1,677,918 |
| FIDELITY | FID ASSET MANAGER* | 703,075 |
| FIDELITY | FID DISCIPLINED EQTY* | 324,314 |
| FIDELITY | FIDELITY LOW PR STK* | 11,197,057 |
| FIDELITY | FID WORLDWIDE* | 92,240 |
| FIDELITY | FID EQUITY INCOME II* | 856,859 |
| FIDELITY | FID STOCK SELECTOR* | 152,204 |
| FIDELITY | FID ASSET MGR GRTH* | 110,111 |
| FIDELITY | FIDELITY EMERG MRKTS* | 2,129,545 |
| FIDELITY | FIDELITY AGGR GROWTH* | 322,156 |
| FIDELITY | FID DIVERSIFIED INTL* | 5,087,125 |
| FIDELITY | FID ASSET MGR INCOME* | 185,093 |
| FIDELITY | FID DIVIDEND GROWTH* | 711,905 |
| FIDELITY | FID NEW MARKETS INC* | 2,847,961 |
| FIDELITY | FID EXP & MULTINATL* | 1,159,410 |
| FIDELITY | FID FOCUSED STOCK* | 106,886 |
| FIDELITY | FID GLOBAL BALANCED* | 507,900 |
| FIDELITY | FID AGGRESSIVE INTL* | 440,773 |
| FIDELITY | FID SM CAP INDEPEND* | 825,236 |
| FIDELITY | FID MID CAP STOCK* | 1,722,460 |
| FIDELITY | FID LARGE CAP STOCK* | 72,349 |
| FIDELITY | FID DISCOVERY* | 80,094 |
| FIDELITY | FID SMALL CAP STOCK* | 641,509 |
| FIDELITY | FID EUROPE CAP APP* | 192,466 |
| FIDELITY | FIDELITY NORDIC* | 191,452 |
| FIDELITY | FID ASSET MGR AGGR* | 90,575 |
| FIDELITY | FID LATIN AMERICA* | 3,717,263 |
| FIDELITY | FID JAPAN* | 966,216 |
| FIDELITY | FID SOUTHEAST ASIA* | 637,602 |
| FIDELITY | FID CHINA REGION* | 1,045,920 |
| FIDELITY | FID SEL BUS SV & OUT* | 18,154 |

| | | |
|----------|-----------------------|-----------|
| FIDELITY | FID SEL MED EQ & SYS* | 1,490,166 |
| FIDELITY | FID FOUR IN ONE IDX* | 324,329 |
| | 9 | |

| | | |
|----------|-----------------------|------------|
| FIDELITY | FID JAPAN SMALLER CO* | 1,390,149 |
| FIDELITY | FID GROWTH & INC II* | 182,846 |
| FIDELITY | FID STRATEGIC INCOME* | 804,087 |
| FIDELITY | FID FREEDOM INCOME* | 4,201,803 |
| FIDELITY | FID FREEDOM 2000* | 8,547,688 |
| FIDELITY | FID FREEDOM 2010* | 53,203,363 |
| FIDELITY | FID FREEDOM 2020* | 77,390,530 |
| FIDELITY | FID FREEDOM 2030* | 34,546,687 |
| FIDELITY | FID SM CAP RTMT* | 413,008 |
| FIDELITY | SPTN TOTAL MKT INDEX* | 709,898 |
| FIDELITY | SPTN EXTND MKT INDEX* | 262,838 |
| FIDELITY | SPARTAN INTL INDEX* | 1,008,461 |
| FIDELITY | FID SHORT TERM BOND* | 808,714 |
| FIDELITY | FID INTM GOVT INCOME* | 58,498 |
| FIDELITY | FID HIGH INCOME* | 485,000 |
| FIDELITY | FID FIFTY* | 658,039 |
| FIDELITY | FID SEL AUTOMOTIVE* | 63,992 |
| FIDELITY | FID SEL MULTIMEDIA* | 104,757 |
| FIDELITY | FID SEL MEDICAL DEL* | 4,577,219 |
| FIDELITY | FID SEL PAPER&FOREST* | 41,582 |
| FIDELITY | FID SEL BANKING* | 203,860 |
| FIDELITY | FID SEL INDUST MATER* | 551,384 |
| FIDELITY | FID SEL INDUST EQUIP* | 56,753 |
| FIDELITY | FID SEL CONSTR/HOUSE* | 1,100,813 |
| FIDELITY | FID SEL TRANSPORT* | 283,108 |
| FIDELITY | FID SEL NATURAL GAS* | 6,461,101 |
| FIDELITY | FID SEL NATURAL RES* | 1,003,363 |
| FIDELITY | FID SEL CYCLICAL IND* | 66,386 |
| FIDELITY | FID SEL ENVIRONMENT* | 65,019 |
| FIDELITY | FID SEL CONSUMER IND* | 2,817 |
| FIDELITY | FID SEL DEVELOP COMM* | 66,834 |
| FIDELITY | SPARTAN US EQ INDEX* | 1,403,130 |
| FIDELITY | FIDELITY US BD INDEX* | 628,311 |
| FIDELITY | FID INST SH INT GOVT* | 84,197 |
| FIDELITY | FID LARGE CAP VALUE* | 207,885 |
| FIDELITY | FID FREEDOM 2040* | 10,048,243 |
| FIDELITY | FID MID CAP VALUE* | 1,082,191 |
| FIDELITY | FID LARGE CAP GROWTH* | 346,356 |
| FIDELITY | FID MID CAP GROWTH* | 565,081 |
| FIDELITY | FID INFLAT PROT BOND* | 570,097 |
| FIDELITY | FID ULTRASHORT BOND* | 90,060 |
| FIDELITY | FID FLOAT RT HI INC* | 45,199 |
| FIDELITY | FID INTL SMALL CAP* | 2,159,856 |
| FIDELITY | FID TOTAL BOND* | 16,691 |
| FIDELITY | FID VALUE DISCOVERY* | 701,823 |
| FIDELITY | FID REAL ESTATE INC* | 103,702 |
| FIDELITY | FID SEL NET & INFSTR* | 208,796 |
| FIDELITY | FID SEL WIRELESS* | 1,548,747 |

| | | |
|----------|-----------------------|---------|
| FIDELITY | FID BLUE CHIP VALUE* | 521,891 |
| FIDELITY | FID NASDAQ COMP INDX* | 34,871 |

| | | |
|------------------------|--|------------------------|
| FIDELITY | FID STRAT DIV & INC* | 202,518 |
| FIDELITY | BROKERAGELINK | 10,799,919 |
| JP MORGAN | 2A STABLE VALUE FUND | 214,466,621 |
| JANUS | JANUS WORLDWIDE | 3,766,673 |
| JANUS | JANUS OVERSEAS | 7,885,878 |
| JP MORGAN | 2F MID CAP FUND | 36,953,253 |
| JP MORGAN | 2B BOND FUND | 48,173,819 |
| T. ROWE PRICE | 2E LARGE CAP GROWTH | 72,470,883 |
| CAPITAL GUARDIAN | 2H INTL EQUITY FUND | 41,323,085 |
| INTERNATIONAL | | |
| BANK OF NEW YORK | 2C S&P INDEX FUND | 152,781,283 |
| ALLIANCE CAPITAL | 2D LARGE CAP VALUE | 20,564,454 |
| THE BOSTON COMPANY | 2G SMALL CAP FUND | 40,237,282 |
| GOODRICH CORPORATION | 2I COMPANY STOCK* | 243,406,774 |
| | | 1,302,478,588 |
| LOANS TO PARTICIPANTS* | Loans bear interest at fixed rates based on when the loan originated. | 42,325,393 |
| TOTAL | | \$1,344,803,981 |

*Indicates party-in-interest to the Plan.

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

EXHIBIT INDEX

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