GOODRICH CORP
Form 424B5
December 06, 2002

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Registration No. 333-98165

PROSPECTUS SUPPLEMENT
(To Prospectus Dated September 6, 2002)

$800,000,000

Goodrich Corporation

$300,000,000 6.45% Notes Due 2007

$500,000,000 7.625% Notes Due 2012

We are offering $300 million principal amount of our 6.45% Notes due 2007 and $500 million principal amount of our 7.625% Notes due 2012. The 2007 notes will mature on December 15, 2007 and will bear interest at the rate of 6.45% per annum. The 2012 notes will mature on December 15, 2012 and will bear interest at the rate of 7.625% per annum. We may redeem all or some of the notes at any time at the redemption prices discussed under the caption Description of the Notes Optional Redemption.

The notes will be senior unsecured obligations of our company and will rank equally with all of our other unsecured and unsubordinated indebtedness from time to time outstanding. The notes will not be entitled to the benefit of any sinking fund. The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

Investing in our notes involves risks that are described in the Risk Factors section beginning on page S-13 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per 6.45% Note due 2007	Total	Per 7.625% Note due 2012	Total
Public offering price	99.906%	$299,718,000	99.646%	$498,230,000
Underwriting discount	0.600%	$ 1,800,000	0.650%	$ 3,250,000
Proceeds, before expenses, to Goodrich	99.306%	$297,918,000	98.996%	$494,980,000

Interest on the notes will accrue from December 10, 2002.

The underwriters expect to deliver the notes to purchasers through the book-entry delivery system of The Depository Trust Company on or about December 10, 2002.

Joint Book-Running Managers

JPMorgan **Salomon Smith Barney**

Banc One Capital Markets, Inc.

Banc of America Securities LLC

BNY Capital Markets, Inc.

NatCity Investments, Inc.

Merrill Lynch & Co.

December 4, 2002

[On the inside front cover of the Prospectus Supplement dated December 4, 2002, there is a depiction of the body of a commercial jet airplane under the caption PRODUCTS AND SERVICES showing the location on the airplane of the following products and services provided by Goodrich Corporation: air data and engine sensors; cockpit instruments and avionics; pilot and crew seats; security systems; evacuation systems; fuel and utility systems; landing gear wheels and brakes; engine components; engine actuation; fuel system controls; power generation; flight control surfaces; nacelle systems; pylons/pylon fairings; exhaust nozzles; ice detection and removal; fuel measurement and management systems; primary flight controls; secondary flight controls; exterior lighting; fire detection; cargo systems; potable water systems; and APU tailcones.]

[In a fold-out of the inside front cover of the Prospectus Supplement dated December 4, 2002, there is a chart captioned OUR SYSTEMS AND COMPONENTS CAN BE FOUND ON ALMOST EVERY MAJOR AIRCRAFT PLATFORM FLYING TODAY that shows the systems and components provided by Goodrich Corporation for commercial jet airplanes, military jet airplanes, helicopters and tiltrotors, regional/business aircraft and spaceflight, as follows:]

	COMMERCIAL											
	Airbus							Boeing				
	A300	A310	A320 Family	A330	A340	A340-500/600	A380	707	717	727	737 (Classic/ Next Gen.)	747-100/ 200/300
AEROSTRUCTURES												
Nacelle Systems and Pylons	X	X	X	X	X			X	X	X	X	X
Other Structures	X						X	X				
ELECTRONIC SYSTEMS												
Sensor Systems and MicroMachines	X	X	X	X	X	X		X	X	X	X	X
Fuel & Utility Systems	X		X	X	X				X	X	X	X
Optical & Space Systems												
Avionics Systems	X	X	X	X	X	X					X	
Lighting Systems	X	X	X	X	X		X		X	X	X	X
ENGINE AND SAFETY SYSTEMS												
Aircraft Interior Products	X	X		X	X	X	X	X		X	X	X
Propulsion Systems				X	X	X					X	X
De-Icing & Specialty Systems	X	X	X	X	X	X		X	X	X	X	X
Turbomachinery Products	X	X		X								X
Pump & Engine Control Systems	X	X						X				X
Turbine Fuel Technologies	X	X	X	X	X	X	X	X	X	X	X	X
LANDING SYSTEMS												
Wheels and Brakes			X	X	X	X				X	X	
Landing Gear							X	X		X	X	X
AERONAUTICAL SYSTEMS												
Engine Control Systems			X	X								X
Actuation Systems	X	X	X	X	X	X	X			X	X	
Power Systems			X	X	X	X	X					
Cargo Systems	X	X					X				X	X
Hoists and Winches												

	COMMERCIAL											MILITARY		
	747-400	757 Series	767 Series	777	DC-8	DC-9	MD-80 Series	MD-90	DC-10	MD-11	Lockheed L-1011	AIDC Ching Kuo IDF	AV-8B	B-1B
	Boeing												Boeing	
AEROSTRUCTURES														
Nacelle Systems and Pylons	X	X	X		X	X	X	X	X	X				
Other Structures									X	X			X	
ELECTRONIC SYSTEMS														
Sensor Systems and MicroMachines	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Fuel & Utility Systems	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Optical & Space Systems														
Avionics Systems					X	X	X	X	X	X			X	X
Lighting Systems	X	X	X	X		X	X	X		X			X	X
ENGINE AND SAFETY SYSTEMS														
Aircraft Interior Products	X		X	X	X	X	X	X	X					
Propulsion Systems	X	X	X	X		X	X		X	X			X	
De-Icing & Specialty Systems	X	X	X	X	X	X	X	X	X	X	X			X
Turbomachinery Products	X		X	X					X	X		X		X
Pump & Engine Control Systems		X	X		X				X			X		
Turbine Fuel Technologies	X	X	X	X		X		X	X	X		X	X	X
LANDING SYSTEMS														
Wheels and Brakes	X	X	X	X							X			
Landing Gear	X	X	X	X	X	X	X	X	X	X	X	X		X
AERONAUTICAL SYSTEMS														
Engine Control Systems	X	X	X	X				X					X	
Actuation Systems			X	X		X		X		X				
Power Systems	X												X	
Cargo Systems	X	X	X	X	X	X			X	X				
Hoists and Winches														

	MILITARY													
	C-17	E-6	F-15	F/A-18	KC-135	T-45	EADS G.222/ C-27 (Alenia)	Embraer ALX	Embraer AMX	Eurofighter Typhoon	C-5A/B	C-130	C-141	F-16
	Boeing										Lockheed Martin			
AEROSTRUCTURES														
Nacelle Systems and Pylons					X						X	X	X	
Other Structures		X	X	X	X									X
ELECTRONIC SYSTEMS														
Sensor Systems and MicroMachines	X		X	X	X	X	X				X	X	X	X
Fuel & Utility Systems			X	X		X	X				X	X	X	X
Optical & Space Systems														
Avionics Systems	X		X	X	X	X	X					X		X
Lighting Systems		X	X	X	X	X			X	X		X	X	X
ENGINE AND SAFETY SYSTEMS														
Aircraft Interior Products														
Propulsion Systems			X		X							X		X
De-Icing & Specialty Systems	X		X	X				X				X	X	X
Turbomachinery Products			X	X		X						X		X
Pump & Engine Control Systems			X	X	X						X	X	X	
Turbine Fuel Technologies	X		X	X	X					X		X	X	X
LANDING SYSTEMS														
Wheels and Brakes						X		X	X		X	X	X	X
Landing Gear	X	X	X	X	X	X					X	X	X	X
AERONAUTICAL SYSTEMS														
Engine Control Systems						X				X		X		
Actuation Systems	X					X	X		X	X				
Power Systems			X	X			X			X		X		X
Cargo Systems														
Hoists and Winches	X						X				X	X		

	MILITARY									
	F-22	F-35	F-117	P-3	S-3	Northrup Grumman B-2	Northrup Grumman F-14	Panavia Tornado	Pilatus PC-7, 9	Raytheon T-6A JPATS
	Lockheed Martin									
AEROSTRUCTURES										
Nacelle Systems and Pylons				X			X			
Other Structures	X						X			
ELECTRONIC SYSTEMS										
Sensor Systems and MicroMachines	X			X	X	X	X	X		
Fuel & Utility Systems	X	X	X	X	X	X	X	X	X	X
Optical & Space Systems										
Avionics Systems										X
Lighting Systems	X			X	X	X	X	X	X	
ENGINE AND SAFETY SYSTEMS										
Aircraft Interior Products										
Propulsion Systems	X		X	X		X				
De-Icing & Specialty Systems				X					X	X
Turbomachinery Products				X					X	X
Pump & Engine Control Systems				X			X			
Turbine Fuel Technologies	X		X	X	X	X				
LANDING SYSTEMS										
Wheels and Brakes	X	X		X	X	X	X		X	X
Landing Gear	X	X	X	X	X	X	X			
AERONAUTICAL SYSTEMS										
Engine Control Systems								X		
Actuation Systems	X	X						X	X	
Power Systems	X	X				X		X	X	
Cargo Systems										
Hoists and Winches										

HELICOPTERS/TILTROTORS

	Agusta A-109	AH-1	OH-58	212/412/ UH-1	222/430	Bell-Boeing V-22	AH-64	CH-46	CH-47	Explorer	EADS Eurocopter	CH-53/ S-65	S-76	S-92
		Bell					**Boeing**					**Sikorsky**		
AEROSTRUCTURES														
Nacelle Systems and Pylons														
Other Structures														
ELECTRONIC SYSTEMS														
Sensor Systems and MicroMachines		X		X	X	X	X	X	X	X	X	X	X	X
Fuel & Utility Systems						X	X	X	X	X	X	X	X	X
Optical & Space Systems	X		X	X		X	X		X					
Avionics Systems		X	X	X	X		X	X	X	X	X	X	X	X
Lighting Systems									X					
ENGINE AND SAFETY SYSTEMS														
Aircraft Interior Products				X									X	
Propulsion Systems														
De-Icing & Specialty Systems		X			X	X	X	X	X		X	X	X	
Turbomachinery Products						X	X	X				X		
Pump & Engine Control Systems	X	X	X	X	X		X		X	X	X		X	
Turbine Fuel Technologies	X	X	X	X	X	X	X	X	X			X	X	X
LANDING SYSTEMS														
Wheels and Brakes						X		X	X	X		X	X	
Landing Gear						X	X						X	
AERONAUTICAL SYSTEMS														
Engine Control Systems						X	X							
Actuation Systems						X				X				
Power Systems	X	X	X	X		X	X		X	X	X		X	X
Cargo Systems														
Hoists and Winches	X			X		X			X	X			X	X

	HELICOPTERS/TILTROTORS				REGIONAL/BUSINESS			
	SH-60	UH-60	Westland WAH-64 Apache	Westland EH-101	AVRO RJ 70/85/100	Jetstream Series	Challenger (Canadair)	Continental (BD-100)
	Sikorsky				BAE SYSTEMS		Bombardier	
AEROSTRUCTURES								
Nacelle Systems and Pylons								
Other Structures								
ELECTRONIC SYSTEMS								
Sensor Systems and MicroMachines	X	X	X	X	X	X	X	X
Fuel & Utility Systems	X	X	X	X			X	X
Optical & Space Systems			X	X				
Avionics Systems	X	X	X	X		X	X	X
Lighting Systems						X	X	
ENGINE AND SAFETY SYSTEMS								
Aircraft Interior Products		X					X	
Propulsion Systems		X			X	X	X	X
De-Icing & Specialty Systems	X	X				X	X	X
Turbomachinery Products	X	X				X	X	
Pump & Engine Control Systems	X	X			X		X	
Turbine Fuel Technologies	X	X	X	X	X	X	X	X
LANDING SYSTEMS								
Wheels and Brakes				X		X		X
Landing Gear	X							
AERONAUTICAL SYSTEMS								
Engine Control Systems			X	X				
Actuation Systems						X	X	
Power Systems	X	X	X	X		X		
Cargo Systems								
Hoists and Winches		X		X				

	REGIONAL/BUSINESS											
	Global Express	**CL-215/ 415**	**CRJ Serires**	**CRJ 700**	**CRJ 900**	**DASH 6**	**DASH 7**	**DASH 8 (Q Series)**	**Lear 45**	**Lear 60**	**Cessna Citation Series**	**ATR-42**
	Bombardier											**EADS**
AEROSTRUCTURES												
Nacelle Systems and Pylons												
Other Structures												
ELECTRONIC SYSTEMS												
Sensor Systems and MicroMachines	X	X	X	X		X	X	X	X	X	X	X
Fuel & Utility Systems	X		X	X		X	X	X			X	
Optical & Space Systems												
Avionics Systems	X	X	X	X		X	X	X	X	X	X	
Lighting Systems	X		X	X				X	X	X	X	X
ENGINE AND SAFETY SYSTEMS												
Aircraft Interior Products	X								X	X	X	
Propulsion Systems			X	X				X				
De-Icing & Specialty Systems	X	X	X	X	X	X	X	X	X	X	X	X
Turbomachinery Products			X				X	X	X	X		X
Pump & Engine Control Systems			X									
Turbine Fuel Technologies	X		X	X				X	X	X	X	X
LANDING SYSTEMS												
Wheels and Brakes	X					X	X	X	X		X	X
Landing Gear							X	X				
AERONAUTICAL SYSTEMS												
Engine Control Systems	X									X		
Actuation Systems			X	X	X							X
Power Systems	X					X	X	X	X	X	X	
Cargo Systems												
Hoists and Winches												

	REGIONAL/BUSINESS														
	ATR-72	**212 (CASA)**	**CN 235 (CASA/IPTN)**	**EMB-110**	**EMB-120**	**ERJ-135**	**ERJ-145**	**ERJ-170**	**ERJ-190**	**Metro**	**DO-328**	**DO-528/ 728/928**	**50**	**70**	**100**
	EADS			**Embraer**						**Fairchild Dornier**			**Fokker**		
AEROSTRUCTURES															
Nacelle Systems and Pylons								X	X			X			
Other Structures															
ELECTRONIC SYSTEMS															
Sensor Systems and MicroMachines	X	X	X		X	X	X	X	X	X	X	X	X	X	X
Fuel & Utility Systems		X	X	X	X					X		X	X	X	
Optical & Space Systems															
Avionics Systems		X	X	X	X	X	X			X	X	X	X	X	X
Lighting Systems	X				X						X		X	X	X
ENGINE AND SAFETY SYSTEMS															
Aircraft Interior Products								X	X						
Propulsion Systems											X				
De-Icing & Specialty Systems	X	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Turbomachinery Products	X				X	X	X								
Pump & Engine Control Systems															
Turbine Fuel Technologies	X		X		X	X	X	X	X	X	X	X	X		
LANDING SYSTEMS															
Wheels and Brakes				X	X	X	X			X		X			
Landing Gear												X		X	X
AERONAUTICAL SYSTEMS															
Engine Control Systems						X	X						X	X	X
Actuation Systems	X					X	X				X				
Power Systems		X	X		X	X	X			X			X		
Cargo Systems															
Hoists and Winches			X												

	REGIONAL/BUSINESS												
	G-II/ G-III	**G-IV**	**G-V**	**100 (Astra)**	**200 (Galaxy)**	**IPTN 250**	**Piaggio P-180**	**Pilatus PC-12**	**Beech 1900**	**BeechJet**	**Hawker Series**	**Horizon**	**King Air Series**
	Gulfstream								**Raytheon Beech**				
AEROSTRUCTURES													
Nacelle Systems and Pylons													
Other Structures													
ELECTRONIC SYSTEMS													
Sensor Systems and MicroMachines	X	X	X	X	X	X	X	X	X	X	X		X
Fuel & Utility Systems		X			X	X							
Optical & Space Systems													
Avionics Systems	X	X	X	X	X	X	X	X	X	X	X		X
Lighting Systems		X		X	X	X							
ENGINE AND SAFETY SYSTEMS													
Aircraft Interior Products		X	X								X		
Propulsion Systems		X	X										
De-Icing & Specialty Systems	X	X	X	X	X	X	X	X	X	X	X	X	X
Turbomachinery Products			X			X	X	X	X	X	X		X
Pump & Engine Control Systems													
Turbine Fuel Technologies		X	X	X	X	X			X				
LANDING SYSTEMS													
Wheels and Brakes							X	X					X
Landing Gear		X	X										
AERONAUTICAL SYSTEMS													
Engine Control Systems		X	X										
Actuation Systems											X		
Power Systems				X	X			X	X	X	X		
Cargo Systems													
Hoists and Winches													

	REGIONAL/ BUSINESS		SPACEFLIGHT						
	340	2000	Space Shuttle	Launch Vehicles	Space Station	Space Telescopes	Science Satellites	Commercial Satellites	Military Satellites
	Saab								
AEROSTRUCTURES									
Nacelle Systems and Pylons									
Other Structures									
ELECTRONIC SYSTEMS									
Sensor Systems and MicroMachines	X	X	X	X					
Fuel & Utility Systems	X	X	X	X					
Optical & Space Systems				X	X	X	X	X	X
Avionics Systems	X	X							
Lighting Systems	X	X	X		X				
ENGINE AND SAFETY SYSTEMS									
Aircraft Interior Products									
Propulsion Systems			X						
De-Icing & Specialty Systems	X	X							
Turbomachinery Products	X	X	X						
Pump & Engine Control Systems	X								
Turbine Fuel Technologies	X	X							
LANDING SYSTEMS									
Wheels and Brakes									
Landing Gear									
AERONAUTICAL SYSTEMS									
Engine Control Systems		X							
Actuation Systems									
Power Systems	X	X							
Cargo Systems									
Hoists and Winches									

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Prospectus Supplement

Prospectus

Financial Statements

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Neither we nor any of the underwriters has taken or will take action in any jurisdiction to permit a public offering of the notes or the possession or distribution of this prospectus supplement or the accompanying prospectus, other than in the United States.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes our offering of the notes and other matters relating to us and our financial condition. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to the notes offered by this prospectus supplement and the accompanying prospectus. If information in this prospectus supplement is inconsistent with the accompanying prospectus, this prospectus supplement will apply and will supersede the information in the accompanying prospectus.

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information more fully described elsewhere in this prospectus supplement. Because it is a summary, it may not include all the information that is important to you. You should read the entire prospectus supplement, the accompanying prospectus and the documents incorporated and deemed to be incorporated by reference in the accompanying prospectus, including the financial statements and related notes, before making an investment decision.

Unless this prospectus supplement indicates otherwise:

- *the terms we, our, us or Goodrich may, depending on the context, refer to Goodrich Corporation, to one or more of our consolidated subsidiaries or to all of these companies taken as a whole; and*
- *the term Aeronautical Systems refers to the Aeronautical Systems businesses that we acquired from TRW Inc. on October 1, 2002.*

Throughout this prospectus supplement we have included information on a pro forma basis to give effect to our acquisition of Aeronautical Systems, the borrowings required to fund the acquisition and the repayment of a portion of these borrowings with the estimated net proceeds from the sale of $900 million principal amount of our senior notes in one or more proposed offerings, including this offering, and the net proceeds of approximately $216.9 million from the sale of 14,950,000 shares of our common stock in a separate offering that was completed on November 26, 2002. Unless indicated otherwise, a reference to on a pro forma basis for a specified period or date gives effect to these transactions as if they had occurred at the beginning of the specified period or on the specified date. Pro forma financial statements with respect to these transactions are included in Unaudited Pro Forma Condensed Combined Financial Statements.

Goodrich Corporation

We are one of the largest worldwide suppliers of components, systems and services to the large commercial, regional, business and general aviation markets. We believe we offer our customers the broadest portfolio of major aircraft systems in the industry. We are also a leading supplier of aircraft and satellite systems products to the global military and space markets. We had sales of approximately $4.2 billion for the year ended December 31, 2001 and sales of approximately $2.7 billion for the nine months ended September 30, 2002. On a pro forma basis including Aeronautical Systems, 2001 sales were approximately $5.3 billion, and sales for the nine months ended September 30, 2002 were approximately $3.5 billion.

We have been in business since 1870 and are one of the oldest continuously traded companies on the New York Stock Exchange. Over the last two decades, we have aggressively transformed our business into a leading global aerospace provider through acquisitions and organic growth and by divesting our tire, plastics, chemical and industrial operations.

More than 85% of our sales in 2001 on a pro forma basis was from businesses or product platforms in which we are a leading supplier. We have global leadership positions in numerous aircraft products and services, including: ejection seats; engine nacelle systems; evacuation slides and rafts; flight attendant and cockpit seats; fuel measurement and management systems; ice protection systems; landing gear; lighting systems; maintenance, repair and overhaul services for commercial airframes and components; optical and electro-optical systems; sensors and sensor-based systems; and wheels and brakes. Through our acquisition of Aeronautical Systems, we have acquired additional global leadership positions in: cargo systems; engine controls; flight controls; hoists and winches; and power systems. We also have substantial market positions in space satellite applications, special avionics equipment, and products for industrial gas turbine engines.

We design, engineer and manufacture most of our products for use on specific airframes. Because most of these products are proprietary and require certification by the Federal Aviation Administration (FAA) or similar foreign regulatory agencies, we are generally the exclusive supplier of replacement, or aftermarket, components during the life of the aircraft, which usually is 20 to 40 years. Most of our aviation products serve critical operating systems that are required for flight certification. Applicable regulations require that these products be periodically replaced, repaired or overhauled at specified intervals during the life of the aircraft.

Approximately 42% of our actual and pro forma sales in 2001 were from systems, components and services sold in the aftermarket. Approximately 25% of our sales in 2001, 24% on a pro forma basis, were attributable to products sold in the aftermarket directly or indirectly to operators of large commercial aircraft, which we define as commercial aircraft with a capacity for 100 or more seats. Aftermarket products generally have higher profit margins than original equipment products.

In 2001, approximately 32% of our sales, 31% on a pro forma basis, were to The Boeing Company and Airbus S.A.S. for new commercial aircraft production. Boeing and Airbus supply virtually all of the world s large commercial aircraft. Because we provide substantial systems for each large commercial aircraft platform currently manufactured by Boeing and Airbus, our business is not materially affected by a change in the mix of sales of new aircraft between them.

We are also a major supplier of systems and components for regional jet aircraft, which are commercial aircraft with a capacity for less than 100 seats, and to the business jet and general aviation markets. Approximately 11% of our 2001 sales, 13% on a pro forma basis, were directed to these markets. Approximately 50% of our 2001 sales to these markets, 55% on a pro forma basis, were for new aircraft production, while the balance is attributable to aftermarket sales.

Approximately 20% of our 2001 sales, 21% on a pro forma basis, were to the military and space markets. In these markets, we design, manufacture and sell landing gear, wheels and brakes, sensors, ejection seats, laser warning systems, the optical components of satellite and aircraft-based surveillance systems, and satellite attitude determination and on-orbit systems. Our most significant applications are on fighter and transport aircraft, helicopters, and surveillance and reconnaissance equipment.

While our near-term sales and earnings are influenced by conditions in each of these markets, our success in winning contracts to provide products and services for new airframes has positioned us for long-term growth. During the last two years, two major new airframe platforms have been announced. In the commercial market, Airbus launched its A380 super jumbo airliner, which will be the largest commercial aircraft ever built. We have been selected to supply the main and wing landing gear, the evacuation slides, the exterior lighting systems and other components for the A380. As a result of our acquisition of Aeronautical Systems, we also will supply flight control, power generation and cargo systems for the A380. In the military market, Lockheed Martin Corporation has commenced development of the F-35 Joint Strike Fighter, a supersonic, multi-role stealth fighter being developed for the United States and its allies. Current estimates reported in *Inside the Air Force* indicate that between 4,000 and 5,000 of these aircraft are expected to be built over the life of the program. We will supply integrated landing systems for this aircraft as well as critical sensors and other systems, and as a result of our acquisition of Aeronautical Systems, we also will supply an actuation system and a power system for this aircraft.

Our principal executive offices are located at Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina 28217. Our telephone number is (704) 423-7000.

Acquisition of Aeronautical Systems

On October 1, 2002, we acquired Aeronautical Systems from TRW Inc. for approximately $1.5 billion in cash. The acquired businesses design and manufacture commercial and military aerospace systems and equipment, including engine controls, flight controls, power systems, cargo systems, hoists and winches, and actuation systems. They employ approximately 6,200 employees in 22 facilities in nine countries, including manufacturing and service operations in the United Kingdom, France, Germany, Canada, the United States and several Asia/ Pacific countries.

The acquired businesses sell aeronautical systems to major airlines, aircraft producers and other aircraft systems providers, as well as to the U.S. government and foreign governments and agencies. Many of these customers are also customers of ours. In 2001, approximately 54% of the sales generated by these businesses were from products sold to customers located in Europe. Sales of products for new aircraft production and for aftermarket applications represented 55% and 45%, respectively, of total 2001 sales. For 2001, military customers represented approximately 25% of sales, and all other customers accounted for the remaining 75% of sales.

We financed the acquisition through a $1.5 billion, 364-day credit facility provided by some of our existing lenders. This facility expires on July 29, 2003. We expect to repay amounts outstanding under this credit facility from:

- the net proceeds of approximately $792.2 million from the sale of $800 million principal amount of our notes in this offering;
- the net proceeds of approximately $216.9 million from the sale of 14,950,000 shares of our common stock in a separate offering that was completed on November 26, 2002;
- the estimated net proceeds of approximately $400 million from the sale of non-core operating and non-operating assets;
- cash from operations; and
- if necessary, the net proceeds from the sale of up to an additional $100 million principal amount of our senior notes in one or more future offerings.

As a result of integration activities with respect to the businesses acquired, we expect to realize annual cost savings of approximately $30 to $40 million, net of anticipated incremental costs, by the beginning of 2005. These cost savings are expected to result from consolidation of duplicate facilities, reduction in personnel, reduction of expenditures, expansion of procurement initiatives, and the use of best practices across the combined businesses.

Business Strengths

We believe that the key strengths critical to our success as a leading provider of aerospace components, systems and services are our:

- established global leadership positions in each major market we serve;
- large installed base of proprietary flight critical products, many of which have non-discretionary replacement, repair and maintenance cycles;
- recent contract wins on new aircraft programs, which will drive future growth from both original equipment sales and aftermarket sales;
- diverse, balanced mix of business:
    - among the commercial, military and space markets,
    - between new aircraft production and aftermarket sales,
    - across most makes and models of jet aircraft,
    - over numerous high value products and systems, and
    - with virtually all commercial jet aircraft manufacturers and commercial aircraft operators worldwide;
- strong, established, strategic relationships with key customers in each of our markets, which we believe is attributable to our track record of innovation and reliability and our expansive product capabilities; and

experienced senior management team, which has led the transformation of our company into a leader in the global aerospace industry.

Business Strategy

Our strategy is designed to achieve sustainable above-market sales growth and increased levels of free cash flow. To accomplish these objectives, we intend to:

- maintain and enhance our diverse and balanced business mix within the aerospace industry, with global leadership in a broad range of key aircraft systems;
- reduce costs through continuous process improvement, Lean Manufacturing and aggressive supply chain management; and
- systematically leverage our technological strengths to enhance growth by developing advanced products and processes for application throughout the aerospace industry.

Industry Trends

The downturn in the commercial air transport market, together with the terrorist attacks on September 11, 2001, has adversely affected the airline industry. In response, some airlines have reduced their aircraft fleet sizes, and Boeing and Airbus have both announced that new commercial aircraft deliveries for 2002 and 2003 will be lower than 2001 as a result of reduced demand. Despite current conditions in the airline industry, there are several identifiable trends that we expect may have a positive effect on our business over the long term, including the following:

- available seat miles flown (ASMs), which have been a good predictor of our aftermarket sales, are expected to grow at a long-term rate of approximately 5% per annum on average through 2020, consistent with the historical rate of growth over the last 20 years;
- the worldwide fleet of active commercial aircraft is expected to grow again after a decline following the terrorist attacks on September 11, 2001, and Boeing projects that this fleet will more than double over the next 20 years;
- the market for regional jet aircraft is growing at a faster rate than the market for large commercial aircraft;
- aircraft manufacturers are increasingly favoring suppliers with the ability to integrate aviation components and supply complete systems, which has resulted in consolidation among suppliers, and aircraft manufacturers and airlines continue to outsource an increasing percentage of components, systems and services; and
- military spending and operations have increased, which we would expect to benefit our business to the extent spending is allocated for fighter and transport aircraft, helicopters, and reconnaissance and surveillance systems.

Recent Events

On November 26, 2002, we completed an offering of 14,950,000 shares of our common stock. We used the net proceeds of approximately $216.9 million from our stock offering to repay a portion of the amounts we borrowed under a $1.5 billion, 364-day credit facility to acquire Aeronautical Systems.

Risk Factors

Investing in our notes involves risks. You should refer to the section entitled Risk Factors for an explanation of the material risks before investing in our notes.

The Offering

Issuer	Goodrich Corporation
Securities Offered	$300 million principal amount of 6.45% Notes due 2007 and $500 million principal amount of 7.625% Notes due 2012 (collectively, the notes).
Maturity Date	The 2007 notes will mature on December 15, 2007 and the 2012 notes will mature on December 15, 2012.
Interest	Interest will accrue on the notes from December 10, 2002 and will be payable on June 15 and December 15 of each year, beginning on June 15, 2003.
Optional Redemption	We may redeem the notes at any time at our option, in whole or in part, at a redemption price equal to the greater of: 100% of the principal amount of the notes being redeemed; and the sum of the present values of the remaining scheduled payments of principal and interest on the notes being redeemed from the redemption date to the maturity date discounted to the date of redemption on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at a discount rate equal to the Treasury Rate plus 40 basis points for the 2007 notes and 45 basis points for the 2012 notes. We will also pay the accrued and unpaid interest on the notes to the redemption date.
Ranking	The notes are unsecured and rank equally with our existing and future unsecured senior indebtedness. The notes will be effectively subordinated to all our existing and future secured indebtedness to the extent of the assets securing that indebtedness. The notes will also be structurally subordinated to the indebtedness and other liabilities of our subsidiaries.
Covenants	We will issue the notes under an indenture containing covenants for your benefit. These covenants restrict our ability, with certain exceptions, to: incur debt secured by liens, engage in sale/leaseback transactions, and merge or consolidate with another entity, or sell substantially all of our assets to another person.
Use of Proceeds	We will use the net proceeds that we will receive from this offering to repay a portion of the amounts we borrowed to acquire Aeronautical Systems. See Use of Proceeds.
Further Issues	The 2007 notes will be limited initially to $300 million in aggregate principal amount and the 2012 notes will be limited initially to $500 million in aggregate principal amount. We may, however, reopen each series of notes and issue an unlimited principal amount of additional notes of that series in the future without the consent of the holders.

Summary Historical and Pro Forma Financial Information of Goodrich

You should read the following summary historical and unaudited pro forma financial information together with Management s Discussion and Analysis of Financial Condition and Results of Operations, the financial statements and related notes of Goodrich and TRW Aeronautical Systems included elsewhere in this prospectus supplement and the pro forma financial statements and related notes included in Unaudited Pro Forma Condensed Combined Financial Statements.

The summary historical financial information as of December 31, 2001, 2000, and 1999, and for each of the three years in the period ended December 31, 2001, has been derived from our audited consolidated financial statements and the related notes. The summary historical financial information for the nine months ended September 30, 2002 and 2001 has been derived from our unaudited condensed consolidated financial statements. The historical amounts have been restated to present our Performance Materials and Engineered Industrial Products businesses as discontinued operations.

The summary unaudited pro forma financial information presented below gives effect to the acquisition of Aeronautical Systems, the borrowing of $1.5 billion under a 364-day credit facility to fund that acquisition, and the repayment of a portion of these borrowings with the estimated net proceeds from the sale of $900 million of our senior notes in one or more proposed offerings, including this offering, and the net proceeds of approximately $216.9 million from the sale of 14,950,000 shares of our common stock in a separate offering that was completed on November 26, 2002. Pro forma statement of income information gives effect to these transactions as if they occurred at the beginning of the periods presented, and pro forma balance sheet information gives effect to these transactions as if they occurred on September 30, 2002. The unaudited pro forma financial information is not intended to represent or be indicative of the consolidated results of operations or financial condition that we would have reported had these transactions occurred as of the dates presented, and should not be taken as representative of our future consolidated results of operations or financial condition.

	Year Ended December 31,				Nine Months Ended September 30,		
	1999	2000	2001	Pro Forma 2001	2001	2002	Pro Forma 2002
				(Unaudited)		(Unaudited)	
	(In millions, except per share data)						
Statement of Income Data:							
Sales	$3,646.2	$3,700.5	$4,184.5	$5,286.3	$3,131.7	$2,728.8	$3,484.3
Operating income(1)	274.1	489.7	384.6	462.7	434.4	299.6	353.0
Income from continuing operations:							
As reported(1)	85.9	235.2	176.9	180.0	228.0	154.2	148.1
As adjusted(1)(3)	253.9	265.5	306.3		233.2	172.3	
Balance Sheet Data (at end of period):							
Working capital	$ 445.0	$ 857.8	$ 762.7		$ 859.9	$ 529.7	$ 397.4
Total assets	5,468.4	6,052.3	5,227.5		5,432.6	4,440.4	6,129.4
Total debt	1,741.9	2,236.2	1,426.4		1,483.9	1,614.0	2,757.5
Mandatory redeemable preferred securities of trust	124.0	124.5	125.0		124.8	125.3	125.3
Total shareholders equity	1,295.6	1,228.5	1,361.4		1,483.9	1,021.1	1,238.0
Cash Flow Data:							
Operating cash flow	$ 210.5	$ 168.2	$ 382.6		$ 210.5	$ 356.2	
Investing cash flow	(166.5)	(349.4)	(288.8)		(237.5)	(40.1)	
Financing cash flow	(72.2)	80.6	(936.3)		(833.9)	84.7	
Free cash flow(2)	241.6	229.5	222.5		98.1	343.9	

	Year Ended December 31,				Nine Months Ended September 30,		
	1999	2000	2001	Pro Forma 2001	2001	2002	Pro Forma 2002
				(Unaudited)		(Unaudited)	
	(In millions, except per share data)						
Other Financial Data:							
EBITDA(3)(4)	$631.6	$668.7	$734.7		$555.3	$432.5	
Capital expenditures	144.7	133.8	190.5		134.6	56.5	
Depreciation and amortization(1)	137.6	165.4	173.8		129.3	120.4	
Ratio of earnings to fixed charges	1.91	2.72	2.60		3.67	3.26	
Diluted Earnings Per Share:							
Income from continuing operations(1)	$ 0.76	$ 2.16	$ 1.65	$1.48	$ 2.12	$ 1.48	$1.24
Income from continuing operations, as adjusted(1)(3)	2.23	2.43	2.87		2.17	1.65	

(1) Included in operating results for the nine months ended September 30, 2001 and the years ended December 31, 2001, 2000 and 1999 are $22.4 million ($18.3 million after-tax), $30.4 million ($22.9 million after-tax), $22.2 million ($16.6 million after-tax) and $20.9 million ($14.7 million after-tax), respectively, for the pre-tax amortization of goodwill. Beginning January 1, 2002, we adopted Statement of Financial Accounting Standard No. 142, which requires that goodwill no longer be amortized. For further information, you should read note U to our 2001 consolidated financial statements and note G to our 2002 unaudited condensed consolidated financial statements included elsewhere in this prospectus supplement.

(2) Free cash flow as used in this prospectus supplement means operating cash flow adjusted for cash payments related to special items, less capital expenditures. We believe that free cash flow provides meaningful additional information on our operating results and on our ability to service our long-term debt and other fixed obligations and to fund our continued growth. Free cash flow should not be construed as an alternative to operating income (loss) as determined in accordance with generally accepted accounting principles in the United States (GAAP), as an alternative to cash flow from operating activities (as determined in accordance with GAAP), or as a measure of liquidity. Because free cash flow is not calculated in the same manner by all companies, our presentation may not be comparable to other similarly titled measures reported by other companies. For a description of how we calculate free cash flow for the periods presented, please refer to note (3) under Selected Historical Financial Data beginning on page S-28.

(3) Excludes special items. For a description of special items excluded for the periods presented, see note (2) under Selected Historical Financial Data beginning on page S-28. We believe excluding special items provides meaningful additional information on our operating results. Amounts adjusted to exclude special items should not be construed as an alternative to amounts determined in accordance with GAAP. Because amounts adjusted to exclude special items are not calculated in the same manner by all companies, our presentation may not be comparable to other similarly titled amounts reported by other companies.

(4) EBITDA as used in the table above means income from continuing operations before distributions on trust preferred securities, income tax expense, net interest expense, depreciation and amortization and pre-tax special items. We believe that EBITDA provides meaningful additional information on our operating results and on our ability to service our long-term debt and other fixed obligations and to fund our continued growth. EBITDA should not be construed as an alternative to operating income (loss) as determined in accordance with GAAP, as an alternative to cash flow from operating activities (as determined in accordance with GAAP), or as a measure of liquidity. Because EBITDA is not calculated in the same manner by all companies, our presentation may not be comparable to other similarly titled measures reported by other companies.

Summary Historical Financial Information of Aeronautical Systems

You should read the following summary historical financial information together with the audited and unaudited combined financial statements and related notes for TRW Aeronautical Systems included elsewhere in this prospectus supplement. The summary historical financial information as of December 31, 2001 and 2000, and for each of the two years in the period ended December 31, 2001, has been derived from the audited combined financial statements of TRW Aeronautical Systems. The summary historical financial information for the nine months ended September 30, 2002 has been derived from the unaudited combined financial statements of TRW Aeronautical Systems. These audited and unaudited combined financial statements appear elsewhere in this prospectus supplement.

	Year Ended December 31,		Nine Months Ended
	2001	2000	September 30, 2002
		(In millions)	(Unaudited)
Statement of Income Data:			
Sales	$1,101.8	$1,105.0	$ 755.5
Operating income (loss)(1)(3)	65.0	128.3	(405.6)
Income (loss) from continuing operations(1)(3)	(11.5)	(4.1)	(446.2)
Balance Sheet Data (at end of period):			
Working capital	$ 108.2	$ 225.1	$ 215.2
Total assets	2,037.0	2,149.3	1,775.2
Total debt	31.5	39.8	4.0
Total stockholder s investment	1,562.2	1,708.1	1,379.8
Cash Flow Data:			
Operating cash flow	$ 199.0	$ 30.1	$ (141.7)
Investing cash flow	(66.4)	(51.8)	(54.3)
Financing cash flow	(116.4)	(18.2)	178.5
Other Financial Data:			
EBITDA(2)	$ 162.9	$ 198.9	$ 91.7
Capital expenditures	88.6	50.0	53.2
Depreciation and amortization(1)(3)	69.7	66.5	22.4

(1) For the nine months ended September 30, 2002, includes a $483.2 million ($459.6 million after-tax) goodwill impairment charge and excludes $19.1 million ($12.4 million after-tax) of depreciation expense, as described in the notes to the unaudited combined financial statements of TRW Aeronautical Systems included elsewhere in this prospectus supplement.

(2) Excludes for the nine months ended September 30, 2002 a $483.2 million goodwill impairment charge and $4.3 million of income representing the reversal of a restructuring reserve. For 2001, excludes a $23.6 million charge for restructuring activities. For 2000, excludes $43.6 million representing unrealized losses on foreign currency hedges. EBITDA as used in the table above means income from continuing operations before income tax expense, net interest expense, depreciation and amortization and the items described above. We believe that EBITDA provides meaningful additional information on Aeronautical Systems operating results and on its ability to service its long-term debt and other fixed obligations and to fund continued growth. EBITDA should not be construed as an alternative to operating income (loss) as determined in accordance with GAAP, as an alternative to cash flow from operating activities (as determined in accordance with GAAP), or as a measure of liquidity. Because EBITDA is not calculated in the same manner by all companies, this presentation may not be comparable to other similarly titled measures reported by other companies.

(3) Includes goodwill amortization of approximately $20 million ($19 million after-tax) and $17 million ($15 million after-tax) for the years ended December 31, 2001 and December 31, 2000, respectively. As a result of the adoption of Financial Accounting Standards Board Statement No. 142, Goodwill and Other Intangible Assets, on January 1, 2002, goodwill was not amortized in 2002.

RISK FACTORS

Before you invest in our notes, you should carefully consider the following risk factors, and cautionary statements described below, as well as other information contained in this prospectus supplement and the accompanying prospectus and the documents incorporated or deemed to be incorporated by reference in the accompanying prospectus. If any of the following risks actually occur, our business, financial condition or results of operations may suffer. As a result, the value of our notes could decline, and you could lose all or part of your investment.

Risks Related to Goodrich

The markets we serve are cyclical and sensitive to domestic and foreign economic considerations that could adversely affect our business and financial results.

The markets in which we sell our products are, to varying degrees, cyclical and have experienced periodic downturns. For example, markets for certain of our commercial aviation products sold to aircraft manufacturers have experienced downturns during periods of slowdowns in the commercial airline industry and during periods of weak general economic conditions, as demand for new aircraft typically declines during these periods. Although we believe that aftermarket demand for many of our products may reduce our exposure to these business downturns, we have experienced these conditions in our business in the past and may experience downturns in the future.

The U.S. and other world markets are currently experiencing an economic downturn, and many of the markets that we serve have been affected by this downturn. As a result, our business and financial results have been adversely affected. If this economic downturn were to continue for an extended period or if conditions were to worsen, there would be a further negative impact on our business and financial results.

Further, the terrorist attacks of September 11, 2001 adversely impacted the U.S. and world economies and a wide range of industries. These terrorist attacks, the allied military response and subsequent developments may lead to future acts of terrorism and additional hostilities, including possible retaliatory attacks on sovereign nations, as well as financial, economic and political instability. While the precise effects of such instability on our industry and our business is difficult to determine, it may negatively impact our business, financial condition, results of operations and cash flows.

Current conditions in the airline industry could adversely affect our business and financial results.

The downturn in the commercial air transport market, together with the terrorist attacks of September 11th, has adversely affected the financial condition of many commercial airlines. In response, some airlines have reduced their aircraft fleet sizes, resulting in decreased aftermarket demand for many of our products. In addition, Boeing and Airbus have both announced that new commercial aircraft deliveries for 2002 and 2003 will be lower than 2001, as a result of reduced demand. We expect that this reduction in the active fleet, coupled with reduced commercial aircraft deliveries by Boeing and Airbus, could adversely affect our results of operations and cash flows.

Several airlines recently have declared bankruptcy or indicated that bankruptcy may be imminent. A portion of our sales are derived from the sale of products directly to airlines, and we sometimes provide sales incentives to airlines and record unamortized sales incentives as other assets. If an airline declared bankruptcy, we may be unable to collect our outstanding accounts receivable from the airline and we may be required to record a charge related to unamortized and unrecoverable sales incentives.

Our acquisition of Aeronautical Systems exposes us to risks, including the risk that we may not be able to successfully integrate these businesses or achieve expected operating synergies.

Our acquisition of Aeronautical Systems involves risks that could adversely affect our operating results, including difficulties in integrating the operations and personnel of these businesses and the potential loss of key employees of these businesses. We may not be able to satisfactorily integrate these acquired businesses in a manner and a timeframe that achieves the costs savings and operating synergies that we expect.

Our plan to repay our $1.5 billion, 364-day credit facility that we used to acquire Aeronautical Systems may not be successful.

We funded our acquisition of Aeronautical Systems with borrowings under a $1.5 billion, 364-day credit facility. This facility expires on July 29, 2003. We expect to repay these borrowings with the net proceeds of approximately $792.2 million from the sale of $800 million principal amount of our notes in this offering, the net proceeds of approximately $216.9 million from the sale of 14,950,000 shares of our common stock in a separate offering that was completed on November 26, 2002, the estimated net proceeds of approximately $400 million from the sale of non-core operating and non-operating assets, cash from operations, and, if necessary, the net proceeds from the sale of up to an additional $100 million principal amount of our senior notes in one or more future offerings. We cannot assure you that we will be able to raise or generate sufficient funds to repay the credit facility in full. If we are unable to repay the credit facility, we will be required to refinance the facility or obtain new financing. Although in the past we have been able to refinance our existing credit facilities and obtain new financing, we have substantially increased the level of our debt in connection with our acquisition of Aeronautical Systems, and we cannot assure you that we would be able to refinance the credit facility or obtain new financing on acceptable terms.

A significant decline in business with Boeing or Airbus could adversely affect our business and financial results.

For the year ended December 31, 2001, approximately 23% and 13% of our sales, 24% and 16% on a pro forma basis, were made to Boeing and Airbus, respectively, for all categories of products, including original equipment and aftermarket products for commercial and military aircraft and space applications. Accordingly, a significant reduction in purchases by either of these customers could have a material adverse effect on our financial condition, results of operations and cash flows.

Demand for our defense and space-related products is dependent upon government spending.

Approximately 20% of our net sales for the year ended December 31, 2001, 21% on a pro forma basis, was derived from the military and space markets. The military and space markets are largely dependent upon government budgets, particularly the U.S. defense budget. We cannot assure you that an increase in defense spending will be allocated to programs that would benefit our business. Moreover, we cannot assure you that new military aircraft programs in which we participate will enter full-scale production as expected. A change in levels of defense spending could curtail or enhance our prospects in these markets, depending upon the programs affected. A change in the level of anticipated new product development costs for military aircraft could negatively impact our business.

Competitive pressures may adversely affect our business and financial results.

The aerospace industry in which we operate is highly competitive. We compete worldwide with a number of United States and international companies that are both larger and smaller than we are in terms of resources and market share, and some of which are our customers. While we are the market and technology leader in many of our products, in certain areas some of our competitors may have more extensive or more specialized engineering, manufacturing and marketing capabilities. As a result, these competitors may be able to adapt more quickly to new or emerging technologies and changes in customer requirements or may be able to devote greater resources to the development, promotion and sale of their products than we can.

The significant consolidation occurring in the aerospace industry could adversely affect our business and financial results.

The aerospace industry in which we operate has been experiencing significant consolidation among suppliers, including us and our competitors, and the customers we serve. Commercial airlines have increasingly been merging and creating global alliances to achieve greater economies of scale and enhance their geographic reach. Aircraft manufacturers have made acquisitions to expand their product portfolios to better compete in the global marketplace. In addition, aviation suppliers have been consolidating and forming alliances to broaden their product and integrated system offerings and achieve critical mass. This supplier consolidation is in part attributable to aircraft manufacturers and airlines more frequently awarding long-term sole source or preferred supplier contracts to the most capable suppliers, thus reducing the total number of suppliers from whom components and systems are purchased. We cannot assure you that our business and financial results will not be adversely impacted as a result of consolidation by our competitors or customers.

The aerospace industry is highly regulated.

The aerospace industry is highly regulated in the United States by the FAA and in other countries by similar regulatory agencies. We must be certified by these agencies and, in some cases, by individual original equipment manufacturers in order to engineer and service systems and components used in specific aircraft models. If material authorizations or approvals were revoked or suspended, our operations would be adversely affected. New or more stringent governmental regulations may be adopted, or industry oversight heightened, in the future, and we may incur significant expenses to comply with any new regulations or any heightened industry oversight.

We may have liabilities relating to environmental laws and regulations that could adversely affect our financial results.

We are subject to various domestic and international environmental laws and regulations which may require that we investigate and remediate the effects of the release or disposal of materials at sites associated with past and present operations. We are currently involved in the investigation and remediation of a number of sites under these laws. Based on currently available information, we do not believe that future environmental costs in excess of those accrued with respect to such sites will have a material adverse effect on our financial condition. There can be no assurance, however, that additional future developments, administrative actions or liabilities relating to environmental matters will not have a material adverse effect on our results of operations or cash flows in a given period.

Any product liability claims in excess of insurance may adversely affect our financial condition.

Our operations expose us to potential liability for personal injury or death as a result of the failure of an aircraft component that has been serviced by us, the failure of an aircraft component designed or manufactured by us, or the irregularity of metal products processed or distributed by us. While we believe that our liability insurance is adequate to protect us from these liabilities, our insurance may not cover all liabilities. Additionally, insurance coverage may not be available in the future at a cost acceptable to us. Any material liability not covered by insurance or for which third-party indemnification is not available could have a material adverse effect on our financial condition, results of operations and cash flows.

Our operations depend on our production facilities throughout the world. These production facilities are subject to physical and other risks that could disrupt production.

Our production facilities could be damaged or disrupted by a natural disaster, labor strike, war, political unrest or terrorist activity. Although we have obtained property damage and business interruption insurance, a major catastrophe such as an earthquake or other natural disaster at any of our sites, or significant labor strikes, work stoppages, political unrest, war or terrorist activities in any of the areas where we conduct operations, could result in a prolonged interruption of our business. Any disruption resulting from these events could cause significant delays in shipments of products and the loss of sales and customers. We cannot assure you that we will have insurance to adequately compensate us for any of these events.

Creditors may seek to recover from us if the businesses that we spun off are unable to meet their obligations in the future, including obligations to asbestos claimants.

On May 31, 2002, we completed the spin-off of our wholly owned subsidiary, EnPro Industries, Inc. Prior to the spin-off, we contributed the capital stock of Coltec Industries Inc to EnPro. It is possible that asbestos-related claims might be asserted against us on the theory that we have some responsibility for the asbestos-related liabilities of EnPro, Coltec or its subsidiaries, even though the activities that led to those claims occurred prior to our ownership of any of those subsidiaries. Also, it is possible that a claim might be asserted against us that Coltec s dividend of its aerospace business to us prior to the spin-off was made at a time when Coltec was insolvent or caused Coltec to become insolvent. Such a claim could seek recovery from us on behalf of Coltec of the fair market value of the dividend.

No such claims have been asserted against us to date. We believe that we would have substantial legal defenses against any such claims. In addition, the agreement between EnPro and us that was used to effectuate the spin-off provides us with an indemnification from EnPro covering, among other things, these liabilities. Any such asbestos-related claims would likely require, as a practical matter, that Coltec s subsidiaries were unable to satisfy their asbestos-related liabilities and that Coltec was found to be responsible for these liabilities and was unable to meet its financial obligations. We believe any such claims would be without merit and that Coltec was solvent both before and after the dividend. If we are ultimately found to be responsible for the asbestos-related liabilities of Coltec s subsidiaries, we believe it would not have a material adverse effect on our financial condition, but could have a material adverse effect on our results of operations and cash flows in a particular period. However, because of the uncertainty as to the number, timing and payments related to future asbestos-related claims, there can be no assurance that any such claims will not have a material adverse effect on our financial condition, results of operations and cash flows. If a claim related to the dividend of Coltec s aerospace business were successful, it could have a material adverse impact on our financial condition, results of operations and cash flows.

We have significant international operations and assets and are therefore subject to additional financial and regulatory risks.

We have operations and assets throughout the world. In addition, we sell our products and services in foreign countries and seek to increase our level of international business activity. Accordingly, we are subject to various risks, including: U.S.-imposed embargoes of sales to specific countries; foreign import controls (which may be arbitrarily imposed or enforced); price and currency controls; exchange rate fluctuations; dividend remittance restrictions; expropriation of assets; war, civil uprisings and riots; government instability; the necessity of obtaining governmental approval for new and continuing products and operations; legal systems of decrees, laws, taxes, regulations, interpretations and court decisions that are not always fully developed and that may be retroactively or arbitrarily applied; and difficulties in managing a global enterprise. We may also be subject to unanticipated income taxes, excise duties, import taxes, export taxes or other governmental assessments. Any of these events could result in a loss of business or other unexpected costs that could reduce sales or profits and have a material adverse effect on our financial condition, results of operations and cash flows.

We are exposed to foreign currency risks that arise from normal business operations. These risks include the translation of local currency balances of our foreign subsidiaries, intercompany loans with foreign subsidiaries and transactions denominated in foreign currencies. Our international operations also expose us to translation risk when the local currency financial statements are translated to U.S. dollars, our functional currency. As currency exchange rates fluctuate, translation of the statements of income of international businesses into U.S. dollars will affect comparability of revenues and expenses between years.

Risks Related to the Offering

There has not been, and there may not be, a public market for the notes.

The notes will be new securities for which currently there is no established trading market. We do not intend to apply for listing of the notes on any securities exchange or inter-dealer quotation system. For these and other reasons, we cannot assure you that a trading market will develop for the notes. Although the underwriters have advised us that they intend to make a market in the notes as permitted by applicable laws and regulations, they are not obligated to do so, and they may cease market-making activities at any time without notice. Even if a market for the notes does develop, we cannot assure you that there will be liquidity in that market, or that the notes might not trade for less than their original value or face amount. If a liquid market for the notes does not develop, you may be unable to resell the notes for a long period of time, if at all. This means you may not be able to readily convert the notes into cash, and the notes may not be accepted as collateral for a loan.

Even if a market for the notes develops, trading prices could be higher or lower than the initial offering price. The price of the notes will depend on many factors, including our operating results and financial condition, prevailing interest rates, the interest of securities dealers in making a market in the notes, and the market for similar securities. Declines in the market prices for debt securities generally may also materially and adversely affect the liquidity of the notes, independent of our financial performance. In addition, there may be a limited number of buyers when you decide to sell your notes. This may affect the price you receive for your notes or your ability to sell your notes at all. You should not purchase any notes unless you understand and know you can bear all of the investment risks involving the notes.

The credit ratings assigned to the notes may not reflect all risks of an investment in the notes.

The credit ratings assigned to the notes reflect the rating agencies assessments of our ability to make payments on the notes when due. Consequently, real or anticipated changes in these credit ratings generally will affect the market value of the notes. These credit ratings, however, may not reflect the potential impact of risks related to structure, market or other factors related to the value of the notes.

The notes are unsecured obligations of Goodrich. A substantial portion of our operations are conducted through our direct and indirect subsidiaries, and the claims of creditors of our subsidiaries are effectively senior to claims of holders of the notes.

The notes are unsecured obligations exclusively of Goodrich and will rank equally in right of payment with all other existing and future unsecured, unsubordinated obligations of Goodrich. The notes are not secured by any of our assets. Any claims of secured lenders with respect to assets securing their loans will be prior to any claim of the holders of the notes with respect to these assets.

A substantial portion of our operations are conducted through our subsidiaries. As a result, our ability to service our debts, including our obligations under the notes, and other obligations is dependent on the earnings of our subsidiaries and the payment of those earnings to us in the form of dividends, loans or advances and through repayment of loans or advances from us. Our subsidiaries are separate and distinct legal entities. Our subsidiaries have no obligation to pay any amounts due on the notes or to provide us with funds for our payment obligations, whether in the form of dividends, distributions, loans or other payments. In addition, any payment of dividends, loans or advances by our subsidiaries could be subject to statutory or contractual restrictions. Payments to us by our subsidiaries will also be contingent upon our subsidiaries earnings and business considerations.

Our right to receive any assets of any of our subsidiaries upon their liquidation or reorganization, and therefore the right of the holders of the notes to participate in those assets, will be effectively subordinated to the claims of that subsidiary s creditors, including trade creditors. In addition, even if we are a creditor of any of our subsidiaries, our rights as a creditor would be subordinate to any security interest in the assets of our subsidiaries and any indebtedness of our subsidiaries senior to that held by us.

FORWARD-LOOKING STATEMENTS

Certain statements made in this document are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 regarding our future plans, objectives and expected performance. Specifically, statements that are not historical facts, including statements accompanied by words such as believe, expect, anticipate, intend, estimate or plan, are intended to identify forward-looking statements and convey the uncertainty of future events or outcomes. We caution readers that any such forward-looking statements are based on assumptions that we believe are reasonable, but are subject to a wide range of risks, and actual results may differ materially.

Important factors that could cause actual results to differ include, but are not limited to:

- the extent to which we are successful in integrating Aeronautical Systems and achieving expected operating synergies;
- the extent to which we are successful in implementing our plan to repay amounts borrowed to fund the acquisition of Aeronautical Systems;
- the prepayment of the Noveon International, Inc. payment-in-kind notes held by us;
- global demand for aircraft spare parts and aftermarket services;
- the impact of the terrorist attacks on September 11, 2001 and their aftermath;
- the timing related to restoring consumer confidence in air travel;
- the health of the commercial aerospace industry, including the impact of bankruptcies in the airline industry;
- the effect of current stock market conditions on pension plan assets, including 2002 year-end plan asset valuations, and the effect of those valuations on shareholders equity and 2003 pension expense and plan contributions;
- the solvency of Coltec Industries Inc at the time of and subsequent to the spin-off of EnPro Industries, Inc. and the ability of Coltec s subsidiaries to satisfy their asbestos-related liabilities following the spin-off;
- demand for and market acceptance of new and existing products;
- potential cancellation of orders by customers;
- successful development of products and advanced technologies;
- competitive product and pricing pressures;
- domestic and foreign government spending, budgetary and trade policies;
- economic and political changes in international markets where we compete, such as changes in currency exchange rates, inflation rates, recession and other external factors over which we have no control; and
- the outcome of contingencies (including completion of acquisitions, divestitures, litigation and environmental remediation efforts).

We caution you not to place undue reliance on the forward-looking statements contained in this document, which speak only as of the date on which these statements were made. We undertake no obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date on which these statements were made or to reflect the occurrence of unanticipated events.

USE OF PROCEEDS

We estimate that we will receive net proceeds of approximately $792.2 million from this offering, after deducting the underwriting discount and estimated expenses of the offering.

We intend to use the net proceeds from this offering to repay a portion of the amounts we borrowed under a $1.5 billion, 364-day credit facility that we used to acquire Aeronautical Systems. This facility expires on July 29, 2003. The principal amount outstanding under this facility as of December 4, 2002 was $1.24 billion. Amounts outstanding under this facility bear interest at variable rates determined by a ratings and leverage ratio grid based on the Eurodollar rate. The interest rate, on a fully drawn basis, varies between .75% to 2.25% over the Eurodollar rate depending on our long-term debt ratings from Standard & Poor s and Moody s Investors Services and our ratio of debt to EBITDA. The applicable fully drawn, weighted-average rate as of December 4, 2002 is 2.298%, which represents the Eurodollar rate plus .875%.

Affiliates of the underwriters are lenders under this credit facility. These affiliates will receive some of the net proceeds of this offering. See Underwriting.

RATIO OF EARNINGS TO FIXED CHARGES

Our ratio of earnings to fixed charges for each of the periods indicated is as follows:

Nine Months Ended September 30,		Twelve Months Ended December 31,				
2002	**2001**	**2001**	**2000**	**1999**	**1998**	**1997**
3.26	3.67	2.60	2.72	1.91	2.78	1.77

For these ratios, earnings consist of pre-tax income from continuing operations before

fixed charges (excluding capitalized interest and distributions on trust preferred securities), and

amortization of previously capitalized interest.

For these ratios, fixed charges consist of

interest on all indebtedness (including capitalized interest and interest costs on company-owned life insurance policies),

amortization of debt discount or premium or capitalized expenses related to debt,

an interest factor attributable to rentals, and

distributions on trust preferred securities.

On October 1, 2002, we borrowed $1.5 billion under a 364-day credit facility to fund our acquisition of Aeronautical Systems. We will use the net proceeds from this offering to repay a portion of these borrowings. Our ratios of earnings to fixed charges for the periods set forth in the table above do not give effect to our $1.5 billion, 364-day credit facility, the notes offered in this offering or the application of the net proceeds from this offering to repay a portion of the amounts outstanding under our $1.5 billion, 364-day credit facility.

CAPITALIZATION

The following table sets forth our cash and cash equivalents and combined capitalization as of September 30, 2002

on an actual basis,

on a pro forma basis to reflect our acquisition of Aeronautical Systems, the borrowing of $1.5 billion under a 364-day credit facility to fund that acquisition, the sale of 14,950,000 shares of our common stock in a separate offering that was completed on November 26, 2002, and the use of the net proceeds of approximately $216.9 million from our stock offering to repay a portion of the borrowings under our $1.5 billion, 364-day credit facility, as if these transactions had been completed on September 30, 2002, and

on a pro forma as adjusted basis to give effect to the transactions described in the immediately preceding bullet point, the sale of our notes in this offering, and the use of the net proceeds of approximately $792.2 million from this offering to repay a portion of the borrowings under our $1.5 billion, 364-day credit facility, as if these transactions had been completed on September 30, 2002.

The pro forma financial data appearing below are based upon a number of other assumptions and estimates and are subject to uncertainties, and this table should be read in conjunction with the information appearing under Management s Discussion and Analysis of Financial Condition and Results of Operations and the historical financial statements and related notes of Goodrich and TRW Aeronautical Systems included elsewhere in this prospectus supplement.

	As of September 30, 2002		
	Actual	**Pro Forma**	**Pro Forma As Adjusted**
	(In millions, except share amounts)		
Cash and cash equivalents	$ 346.3	$ 226.4	$ 226.4
Short-term bank debt	$ 284.0	$1,417.1	$ 624.9
Current maturities of long-term debt and capital lease obligations	3.5	3.5	3.5
Long-term debt and capital lease obligations (excluding current maturities)	1,326.5	1,330.5	2,128.4
Mandatory redeemable preferred securities of trust	125.3	125.3	125.3
Shareholders Equity:			
Series F Preferred Stock, $1.00 par value, 200,000 shares authorized, none outstanding			
Common stock, $5.00 par value, 200,000,000 shares authorized; 115,620,951 shares issued, actual, and 130,570,951 shares issued, pro forma and pro forma as adjusted; and 102,106,452 shares outstanding, actual, and 117,056,452 shares outstanding, pro forma and pro forma as adjusted (in each case, excluding 14,018,598 shares held by wholly owned subsidiaries)	578.1	652.9	652.9
Additional capital	895.2	1,037.3	1,037.3
Income retained in the business	47.8	47.8	47.8
Accumulated other comprehensive income	(85.4)	(85.4)	(85.4)
Unearned compensation	(1.8)	(1.8)	(1.8)
Common stock held in treasury, at cost (13,514,499 shares)	(412.8)	(412.8)	(412.8)
Total shareholders equity	1,021.1	1,238.0	1,238.0
Total capitalization	$2,760.4	$4,114.4	$4,120.1

UNAUDITED PRO FORMA CONDENSED COMBINED

FINANCIAL STATEMENTS

The following unaudited pro forma condensed combined financial statements are based on the historical consolidated financial statements of Goodrich and the historical combined financial statements of TRW Aeronautical Systems, which are included elsewhere in this prospectus supplement. The unaudited pro forma condensed combined financial statements give effect to:

- our acquisition of Aeronautical Systems,
- the borrowing of $1.5 billion under a 364-day credit facility to fund the acquisition, and
- the sale of $900 million principal amount of our senior notes in one or more proposed offerings, including this offering, the sale of 14,950,000 shares of our common stock in a separate offering that was completed on November 26, 2002 and that generated net proceeds to us of approximately $216.9 million, and the application of the estimated net proceeds from these offerings to repay a portion of the borrowings under our $1.5 billion, 364-day credit facility.

The following unaudited pro forma condensed combined financial statements have been prepared in accordance with the assumptions and adjustments as described in the accompanying notes. The unaudited pro forma condensed combined statement of income for the year ended December 31, 2001 gives effect to the transactions described above as if they had been completed on January 1, 2001, and the unaudited pro forma condensed combined statement of income for the nine months ended September 30, 2002 gives effect to these transactions as if they had been completed on January 1, 2002. The unaudited pro forma condensed combined balance sheet as of September 30, 2002 gives effect to these transactions as if they had been completed on September 30, 2002.

The total estimated purchase price, calculated as described in note (f) to these unaudited pro forma condensed combined financial statements, is allocated under the purchase method of accounting to the net tangible and intangible assets of the acquired businesses based on preliminary estimates of their fair values as of the completion of the acquisition. Independent valuation specialists are currently assisting us in determining the fair value of a significant portion of these assets. Final determination of these fair values will include our consideration of a final valuation prepared by the independent valuation specialists. This final valuation will be based on the actual net tangible assets of Aeronautical Systems that existed as of October 1, 2002.

These unaudited pro forma condensed combined financial statements have been prepared based on preliminary estimates of fair values. Amounts preliminarily allocated to intangible assets with indefinite lives may change significantly or be eliminated, amounts allocated to intangible assets with definite lives may change significantly, and amortization methods and useful lives may be different from the assumptions used herein, any of which could result in a material change in amortization of intangible assets. Therefore, the actual amounts recorded based on our final assessment of asset fair values may differ materially from the information presented in these unaudited pro forma condensed combined financial statements. In addition to the receipt of the final valuation, the impact of ongoing integration activities could cause material differences in the information presented. The unaudited pro forma condensed combined financial statements do not reflect any operating efficiencies and cost savings that we may achieve or any expense associated with achieving these benefits.

The unaudited pro forma condensed combined financial statements should be read in conjunction with the historical financial statements and accompanying notes of Goodrich and TRW Aeronautical Systems, which are included elsewhere in this prospectus supplement. The unaudited pro forma condensed combined financial statements are not intended to represent or be indicative of the consolidated results of operations or financial condition that we would have reported had the acquisition been completed as of the dates presented, and should not be taken as representative of our future consolidated results of operations or financial condition.

Unaudited Pro Forma Condensed Combined Balance Sheet

of Goodrich and TRW Aeronautical Systems
September 30, 2002

	Historical			
	Goodrich	Aeronautical Systems	Pro Forma Adjustments	Pro Forma Combined
		(In millions)		
Assets				
Current Assets:				
Cash and cash equivalents	$ 346.3	$ 3.6	$ (3.6)(a)	$ 226.4
			30.1(b)	
			(150.0)(b)	
Accounts and notes receivable, net	511.3	222.0		733.3
Inventories	821.1	220.7	26.0(g)	1,067.8
Deferred income taxes	99.2			99.2
Prepaid expenses and other assets	33.0	23.4	(3.1)(a)	60.4
			0.7(b)	
			6.4(c)	
Total current assets	1,810.9	469.7	(93.5)	2,187.1
Property, plant and equipment	918.5	311.5	(3.1)(a)	1,226.9
Prepaid pension	230.7	116.4	(113.4)(a)	233.7
Goodwill	696.0	331.5	(7.2)(f)	1,020.3
Identifiable intangible assets	148.5	344.0	131.0(f)	623.5
Payment-in-kind notes receivable, less discount	180.8			180.8
Other assets	455.0	202.1		657.1
	$4,440.4	$1,775.2	$ (86.2)	$6,129.4
Liabilities and Shareholders Equity				
Current liabilities:				
Short-term bank debt	$ 284.0	$	$1,500.0(b)	$ 525.6
			(891.5)(c)	
			(216.9)(d)	
			(150.0)(b)	
Accounts payable	274.4	146.0		420.4
Accrued expenses	486.4	108.5	(4.6)(a)	607.3
			17.0(j)	
Income taxes payable	232.9			232.9
Current maturities of long-term debt and capital lease obligations	3.5			3.5
Total current liabilities	1,281.2	254.5	254.0	1,789.7
Long-term debt and capital lease obligations	1,326.5	4.0	897.9(c)	2,228.4
Pension obligations	158.3	25.3	(13.3)(a)	170.3
Postretirement benefits other than pensions	309.7	28.9	(7.9)(a)	330.7
Deferred income taxes	15.0	50.7	(50.7)(a)	15.0
Other non-current liabilities	203.3	32.0	(3.3)(a)	232.0
Mandatory redeemable preferred securities of trust	125.3			125.3
Total shareholders equity	1,021.1	1,379.8	216.9(d)	1,238.0

			(1,379.8)(h)	
	$4,440.4	$1,775.2	$ (86.2)	$6,129.4

See accompanying notes to unaudited pro forma condensed combined financial statements.

Unaudited Pro Forma Condensed Combined Statement of Income

of Goodrich and TRW Aeronautical Systems
Nine Months Ended September 30, 2002

	Historical			
	Goodrich	Aeronautical Systems	Pro Forma Adjustments	Pro Forma Combined
	(In millions, except per share amounts)			
Sales	$2,728.8	$ 755.5	$	$3,484.3
Operating costs and expenses:				
Cost of sales	1,987.3	498.7	9.4 (f)	2,510.2
			14.8 (k)	
Selling and administrative expenses	412.6	179.2		591.8
Impairment of goodwill		483.2	(483.2)(f)	
Merger-related and consolidation costs	29.3			29.3
	2,429.2	1,161.1	(459.0)	3,131.3
Operating income (loss)	299.6	(405.6)	459.0	353.0
Interest expense	(69.9)	(61.2)	(8.9)(b)	(128.5)
			(49.7)(c)	
			61.2 (i)	
Interest income	25.9			25.9
Other income (expense) net	(13.6)	(4.0)		(17.6)
Income before income taxes and trust distributions	242.0	(470.8)	461.6	232.8
Income tax expense	(79.9)	24.6	(21.5)(e)	(76.8)
Distributions on trust preferred securities	(7.9)			(7.9)
Income (loss) from continuing operations	$ 154.2	$ (446.2)	$ 440.1	$ 148.1
Income (loss) from continuing operations per share:				
Basic	$ 1.51			$ 1.27
Diluted	$ 1.48			$ 1.24
Average shares used in computing income (loss) from continuing operations per share (in millions):				
Basic	102.0		15.0 (d)	117.0
Diluted	104.2		15.0 (d)	119.2

See accompanying notes to unaudited pro forma condensed combined financial statements.

Unaudited Pro Forma Condensed Combined Statement of Income

of Goodrich and TRW Aeronautical Systems
Year Ended December 31, 2001

	Historical			
	Goodrich	Aeronautical Systems	Pro Forma Adjustments	Pro Forma Combined
	(In millions, except per share amounts)			
Sales	$4,184.5	$1,101.8	$	$5,286.3
Operating costs and expenses:				
Cost of sales	3,127.6	772.3	(13.1)(f)	3,886.8
Selling and administrative expenses	565.0	240.9		805.9
Merger-related and consolidation costs	107.3	23.6		130.9
	3,799.9	1,036.8	(13.1)	4,823.6
Operating income	384.6	65.0	13.1	462.7
Interest expense	(107.8)	(82.0)	(11.7)(b)	(185.8)
			(66.3)(c)	
			82.0(i)	
Interest income	24.1			24.1
Other income (expense) net	(19.2)	4.6		(14.6)
Income (loss) before income tax and trust distributions	281.7	(12.4)	17.1	286.4
Income tax (expense) benefit	(94.3)	0.9	(2.5)(e)	(95.9)
Distributions on trust preferred securities	(10.5)			(10.5)
Income (loss) from continuing operations	$ 176.9	$ (11.5)	$ 14.6	$ 180.0
Income (loss) from continuing operations per share:				
Basic	$ 1.72			$ 1.52
Diluted	$ 1.65			$ 1.48
Average shares used in computing income (loss) from continuing operations per share (in millions):				
Basic	103.1		15.0(d)	118.1
Diluted	106.9		15.0(d)	121.9

See accompanying notes to unaudited pro forma condensed combined financial statements.

Notes to Unaudited Pro Forma Condensed Combined Financial Statements

(a) Reflects the elimination of assets and liabilities we are not acquiring under the terms of the Master Agreement of Purchase and Sale, including cash, prepaid expenses, certain fixed assets, pension and postretirement assets and liabilities, deferred income taxes, bank debt, environmental liabilities and accrued liabilities.

(b) Reflects the borrowing of $1.5 billion to finance the acquisition of Aeronautical Systems under a 364-day credit facility provided by some of our existing lenders. The interest rate on the credit facility is variable, and is determined based upon LIBOR for the applicable borrowing period plus a credit spread (0.725%). We also may borrow under the credit facility at the prime rate. For purposes of determining the adjustment to interest expense in the pro forma statements of income, the one-month LIBOR rate was used with a credit spread of 0.725%, resulting in an interest rate of 2.525%.

We incurred approximately $0.7 million in fees associated with the credit facility, which will be amortized to income as a component of interest expense over the term of the facility. We also pay an annualized facility fee of 0.15% based on the average commitment amount, and a one-time facility fee of 0.15% based on the commitment amount at December 31, 2002. Based on pro forma net borrowings of $392 million under the facility, the annualized facility fee is $0.6 million.

As the borrowings under the credit facility are reduced by the proceeds from our common stock and note offerings, the pro forma annual interest expense is based on net borrowing under the facility of $392 million, resulting in annual interest expense of $9.8 million. Pro forma annual interest expense also includes amortization of the closing fees ($0.7 million), the annualized facility fee ($0.6 million) and the one-time facility fee based on the commitment amount at December 31, 2002 ($0.6 million).

The pro forma adjustment to cash of $30.1 million represents the borrowings of $1.5 billion under the credit facility, reduced by $0.7 million in closing fees and $1,469.2 million in net cash paid to TRW at closing. (See note (f).)

At September 30, 2002, we had pre-positioned $150 million of cash in a foreign subsidiary to effect the acquisition. As part of the purchase transaction, we used $150 million to repay amounts outstanding under our short-term borrowing arrangements.

(c) Reflects the issuance and sale of the following notes in this offering:

$300 million aggregate principal amount of notes maturing in 5 years, issued at a discount of 0.094% and at an interest rate of 6.45%, net of estimated issuance costs of $2.1 million. Pro forma annual interest expense of $19.9 million includes interest ($19.4 million), amortization of the discount ($0.1 million) and amortization of issuance costs ($0.4 million);

$500 million aggregate principal amount of notes maturing in 10 years, issued at a discount of 0.354% and at an interest rate of 7.625%, net of estimated issuance costs of $3.6 million. Pro forma annual interest expense of $38.7 million includes interest ($38.1 million), amortization of the discount ($0.2 million) and amortization of issuance costs ($0.4 million);

and the assumed offering of the following senior notes in one or more future offerings:

$100 million aggregate principal amount of senior notes maturing in 10 years, issued at an interest rate of 7.625%, net of estimated issuance costs of $0.7 million. Pro forma annual interest expense of $7.7 million includes interest ($7.6 million) and amortization of issuance costs ($0.1 million).

(d) Reflects the proceeds from the sale of 14.95 million shares of common stock at a public offering price of $15.28 per share, net of estimated offering costs totaling $11.5 million.

(e) Reflects the adjustment of income tax expense to the estimated combined effective rate for Goodrich and TRW Aeronautical Systems of 33.5% for the year ended December 31, 2001 and 33.0% for the nine months ended September 30, 2002.

(f) Reflects the estimated net fair value adjustment to Aeronautical Systems goodwill and identifiable intangible assets as a result of the following estimated purchase price allocation:

	(In millions)
Original purchase price for Aeronautical Systems	$ 1,500.0
Shares in joint venture not acquired	(3.0)
Cash paid to TRW	1,497.0
Cash received from TRW:	
For retiree medical	(21.0)
For foreign currency contracts terminated prior to closing	(5.6)
For foreign currency contract transfer costs	(1.2)
Net cash paid at closing	1,469.2
Estimated direct acquisition costs, including financial advisory, legal, accounting and other costs	17.0
Aggregate purchase price	$ 1,486.2
Book value of the net assets of Aeronautical Systems	$(1,379.8)
Elimination of net balances not being acquired (see note (a))	43.4
Capitalized estimated manufacturing profit in inventory acquired (see note (g))	(26.0)
Net adjustment to goodwill and identifiable intangible assets	$ 123.8

This reflects our preliminary estimates of the purchase price allocation for the acquisition of Aeronautical Systems, which may change upon completion of appraisals. For purposes of computing pro forma adjustments, we assumed historical values of current assets acquired and current liabilities assumed reflect fair value. The pro forma condensed combined balance sheet does not include any fair value adjustments for property, plant and equipment to fair value since we have not completed the appraisal process for these assets. The purchase price allocation does not include the effects of any anticipated restructuring activities that may occur in connection with the integration of Aeronautical Systems. Further, we may identify other assets and liabilities to which a portion of the purchase price will be allocated.

The identifiable intangible assets with definite lives have been adjusted to $475 million. This amount was estimated as part of our initial assessment in determining the total purchase price value. The amount preliminarily allocated to intangible assets with definite lives may change significantly and amortization methods and useful lives may be different from the assumptions used herein, any of which could result in a material change in amortization of intangible assets. The identifiable intangible assets are estimated to have an average life of 25 years, which results in pro forma annual amortization expense (using the straight line method) of $19 million, which is recorded in cost of sales. The pro forma condensed combined income statements for the nine months ended September 30, 2002 and the year ended December 31, 2001 have been adjusted to exclude $4.9 million and $12.1 million, respectively, representing the historical intangible assets amortization for TRW Aeronautical Systems.

In July 2001, the Financial Accounting Standards Board issued Statement No. 141, Business Combinations (SFAS 141), and Statement No. 142, Goodwill and Other Intangible Assets (SFAS 142). SFAS No. 141 requires that all business combinations initiated after June 30, 2001 be accounted for using the purchase method. Additionally, SFAS No. 141 establishes specific criteria for the recognition of intangible assets separately from goodwill. SFAS No. 142 primarily addresses the accounting for goodwill and intangible assets subsequent to their acquisition and became effective January 1, 2002. The most significant changes made by SFAS No. 142 require that goodwill and indefinite lived intangible assets no longer be amortized and be tested for impairment at least on an annual basis. This provision of SFAS No. 142 applies to business combinations with effective dates after June 30, 2001. The pro forma condensed combined income statement does not include amortization for goodwill and other intangible assets with indefinite lives acquired with Aeronautical Systems since the business combination was consummated after June 30, 2001. In addition, the condensed combined pro forma income statement has been adjusted to exclude $20 million representing the historical goodwill amortization for Aeronautical Systems, which is recorded in cost of sales. The pro forma condensed combined income statement for the nine months ended September 30, 2002 has been adjusted to exclude the $483.2 million impairment of goodwill.

We have not eliminated the $30.4 million of goodwill amortization of Goodrich included in our historical financial statements for the year ended December 31, 2001.

The purchase price payable by us to TRW for the purchase of Aeronautical Systems is subject to potential upward or downward adjustment after the closing based on the difference between the net asset value of Aeronautical Systems on October 1, 2002 (the closing date) and the net asset value of Aeronautical Systems on May 31, 2002, both calculated in the manner set forth in the Master Agreement of Purchase and Sale. This adjustment has not been reflected in the pro forma financial statements.

The purchase price will also be adjusted based on the funding of the pension plans of Aeronautical Systems, based on the terms of the Master Agreement of Purchase and Sale. In general, the purchase price will be reduced by the amount by which the plans projected benefit obligation exceeds the fair value of the assets of these plans. There is no purchase price adjustment if the fair value of the assets of the plans exceed the projected benefit obligation. The computation of this adjustment will be based on actuarial valuations of the plans which are not yet available. We do not anticipate that this adjustment will be material to the purchase price and no adjustment has been reflected in the pro forma financial statements.

(g) Reflects the estimated purchase accounting adjustment for capitalization of estimated manufacturing profit in inventory acquired with Aeronautical Systems. This amount was estimated as part of our initial assessment in determining the total purchase price value. The amount preliminarily allocated to inventory may change significantly from the assumptions used herein. The pro forma condensed combined statement of income does not reflect the impact of the one-time adjustment to cost of sales during the periods this inventory will be sold.

(h) Reflects the elimination of the historical stockholder s investment in Aeronautical Systems.

(i) Reflects the elimination of interest expense allocated to Aeronautical Systems by TRW and the interest expense associated with debt not assumed by Goodrich under the terms of the Master Agreement of Purchase and Sale.

(j) Reflects the accrual of the estimated direct acquisition costs, including financial advisory, legal, accounting and other costs.

(k) Reflects depreciation of property, plant and equipment of Aeronautical Systems for the period June 18, 2002 through September 30, 2002. The property, plant and equipment was considered held for sale by TRW for financial statement purposes, and therefore the financial statements of TRW Aeronautical Systems do not reflect depreciation expense during that period.

SELECTED HISTORICAL FINANCIAL DATA

The selected financial data as of December 31, 2001 and 2000, and for the three years in the period ended December 31, 2001, are derived from our audited consolidated financial statements included elsewhere in this prospectus supplement. The selected financial data as of December 31, 1999 and for the year ended December 31, 1998 have been derived from our audited consolidated financial statements not included in this prospectus supplement or the accompanying prospectus. The selected financial data as of December 31, 1998 and 1997 and for the year ended December 31, 1997 have been derived from our unaudited financial statements not included in this prospectus supplement or the accompanying prospectus. The selected financial data for the nine months ended September 30, 2002 and 2001 are derived from our unaudited financial statements included elsewhere in this prospectus supplement. The historical amounts have been restated to present our Performance Materials and Engineered Industrial Products businesses as discontinued operations. You should read the selected financial data with our Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes included elsewhere in this prospectus supplement.

	Year Ended December 31,					Nine Months Ended September 30,	
	2001	2000	1999	1998	1997	2002	2001
	(In millions, except per share data)					(Unaudited)	
Statement of Income Data:							
Sales	$4,184.5	$3,700.5	$3,646.2	$3,510.3	$3,060.3	$2,728.8	$3,131.7
Operating income(1)	384.6	489.7	274.1	440.6		299.6	434.4
Income from continuing operations:							
As reported(1)	176.9	235.2	85.9	213.3	67.8	154.2	228.0
As adjusted(1)(2)	306.3	265.5	253.9	219.8		172.3	233.2
Net Income	289.2	325.9	169.6	353.7		106.2	343.6
Balance Sheet Data (at end of period):							
Working capital	$ 762.7	$ 857.8	$ 445.0	$ 536.4		$ 529.7	$ 859.9
Total assets	5,227.5	6,052.3	5,468.4	5,223.5	4,450.0	4,440.4	5,432.6
Total debt	1,426.4	2,236.2	1,741.9	1,704.2	1,487.5	1,614.0	1,483.9
Mandatory redeemable preferred securities of trust	125.0	124.5	124.0	123.6		125.3	124.8
Total shareholders equity	1,361.4	1,228.5	1,295.6	1,238.9		1,021.1	1,499.1
Cash Flow Data:							
Operating cash flow	$ 382.6	$ 168.2	$ 210.5	$ 341.7		$ 356.2	$ 210.5
Investing cash flow	(288.8)	(349.4)	(166.5)	(208.8)		(40.1)	(237.5)
Financing cash flow	(936.3)	80.6	(72.2)	199.1		84.7	(833.9)
Free cash flow(3)	222.5	229.5	241.6	247.3		343.9	98.1
Other Financial Data:							
Segment operating income	$ 444.8	$ 562.5	$ 529.5	$ 495.0		$ 340.0	$ 477.5
Segment operating income, as adjusted(2)	644.1	593.6	561.7	505.5		369.0	490.5
EBITDA(2)(4)	734.7	668.7	631.6	557.7		432.5	555.3
Capital expenditures	190.5	133.8	144.7	163.0		56.5	134.6
Depreciation and amortization(1)	173.8	165.4	137.6	124.4		120.4	129.3
Dividends	113.7	117.6	91.6	75.7		76.5	85.1
Distributions on trust preferred securities	10.5	10.5	10.5	10.5		7.9	7.9
Diluted Earnings per Share:							
Income from continuing operation(1)	$ 1.65	$ 2.16	$ 0.76	$ 1.87	$ 0.61	$ 1.48	$ 2.12
Income from continuing operations, as adjusted(1)(2)	2.87	2.43	2.23	1.93		1.65	2.17
Dividends Declared per Common Share	1.10	1.10	1.10	1.10		0.675	0.825

(1) For the years ended December 31, 2001, 2000, 1999, 1998 and 1997, and for the nine months ended September 30, 2001, reflects amortization of goodwill. Beginning January 1, 2002, we adopted Statement of Financial Accounting Standard No. 142, which requires that goodwill no longer be amortized. For further information, you should read note U to our 2001 consolidated financial statements and note G to our unaudited condensed consolidated financial statements for the nine months ended September 30, 2002 included elsewhere in this prospectus supplement.

(2) Excludes special items, as follows (in millions, except per share amounts):

	Year Ended December 31,								Nine Months Ended			
	2001		2000		1999		1998		2002		2001	
	After Tax	Per Diluted Share	After Tax	Per Diluted Share	After Tax	Per Diluted Share	After Tax	Per Diluted Share	After Tax	Per Diluted Share	After Tax	Per Diluted Share
Merger-related and consolidation costs	$ (71.3)	$ (0.67)	$ (28.6)	$ (0.26)	$ (170.4)	$ (1.49)	$ (6.5)	$ (0.06)	$ (19.7)	$ (0.19)	$ (9.9)	$ (0.09)
Gain from sale of interest in business	4.7	0.04			2.4	0.02			1.6	0.02	4.7	0.04
Inventory adjustments	(62.8)	(0.59)										
Impairment charge on business held for sale			(1.7)	(0.01)								
Total adjustments to income from continuing operations	$ (129.4)	$ (1.22)	$ (30.3)	$ (0.27)	$ (168.0)	$ (1.47)	$ (6.5)	$ (0.06)	$ (18.1)	$ (0.17)	$ (5.2)	$ (0.05)

We believe excluding special items provides meaningful additional information on our operating results. Amounts adjusted to exclude special items should not be construed as an alternative to amounts determined in accordance with GAAP. Because amounts adjusted to exclude special items are not calculated in the same manner by all companies, our presentation may not be comparable to other similarly titled amounts reported by other companies.

(3) Free cash flow as used in this prospectus supplement means operating cash flow adjusted for cash payments related to special items, less capital expenditures. Cash paid for special items was $44.2 million and $22.2 million for the nine months ended September 30, 2002 and 2001, respectively. Cash paid for special items was $30.3 million, $81.4 million, $175.8 million and $68.5 million for the years ended December 31, 2001, 2000, 1999 and 1998, respectively. Free cash flow in 2000 also excludes a $113.7 million payment to the IRS related to an income tax assessment and the associated accrued interest. We believe that free cash flow provides meaningful additional information on our operating results and on our ability to service our long-term debt and other fixed obligations and to fund our continued growth. Free cash flow should not be construed as an alternative to operating income (loss) as determined in accordance with GAAP, as an alternative to cash flow from operating activities (as determined in accordance with GAAP), or as a measure of liquidity. Because free cash flow is not calculated in the same manner by all companies, our presentation may not be comparable to other similarly titled measures reported by other companies.

(4) EBITDA as used in the table above means income from continuing operations before distributions on trust preferred securities, income tax expense, net interest expense, depreciation and amortization and pre-tax special items. We believe that EBITDA provides meaningful additional information on our operating results and on our ability to service our long-term debt and other fixed obligations and to fund our continued growth. EBITDA should not be construed as an alternative to operating income (loss) as determined in accordance with GAAP, as an alternative to cash flow from operating activities (as determined in accordance with GAAP), or as a measure of liquidity. Because EBITDA is not calculated in the same manner by all companies, our presentation may not be comparable to other similarly titled measures reported by other companies.

MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis in conjunction with Selected Historical Financial Data and our consolidated financial statements and related notes included elsewhere in this prospectus supplement. The following discussion and analysis contains forward-looking statements, and you should refer to the information in the sections titled Risk Factors and Forward-Looking Statements for a description of some of the uncertainties, risks and assumptions that may cause our actual results to differ materially from what we expect.

As discussed below, our former Engineered Industrial Products (EIP) and Performance Materials (PM) segments have been accounted for as discontinued operations. Unless otherwise noted herein, disclosures pertain only to our continuing operations.

Special items, as used throughout this prospectus supplement, include merger-related and consolidation costs, certain gains or losses on the sale of businesses, results of discontinued operations, cumulative effect of change in accounting, asset impairment charges and other restructuring costs.

Overview

We are one of the largest worldwide suppliers of aerospace components, systems and services to the large commercial, regional, business and general aviation markets. We are also a leading supplier of aircraft and satellite systems products to the global military and space markets. Our business is conducted on a global basis with manufacturing, service and sales undertaken in various locations throughout the world.

Due to the sale of our Performance Materials segment in 2001, as well as the spin-off of our Engineered Industrial Products segment in 2002, we have redefined our segments. Our operations are now classified into four reportable business segments: Aerostructures and Aviation Technical Services; Landing Systems; Engine and Safety Systems; and Electronic Systems. We plan to manage and report Aeronautical Systems as a separate reportable segment until our integration plan is completed in 2003.

Aerostructures and Aviation Technical Services

Aerostructures is a leading supplier of nacelles, pylons, thrust reversers and related aircraft engine housing components. The Aviation Technical Services division performs comprehensive total aircraft maintenance, repair, overhaul and modification services for many commercial airlines, independent operators, aircraft leasing companies and airfreight carriers.

Landing Systems

Landing Systems provides systems and components pertaining to aircraft taxi, take-off, landing and stopping. Several divisions within the segment are linked by their ability to contribute to the integration, design, manufacture and service of entire aircraft undercarriage systems, including landing gear, wheels and brakes and certain brake controls.

Engine and Safety Systems

Engine and Safety Systems produces engine and fuel controls, pumps, fuel delivery systems, as well as structural and rotating components such as discs, blisks, shafts and airfoils for both aerospace and industrial gas turbine applications. This segment also produces aircraft evacuation, de-icing and passenger restraint systems, as well as ejection seats and crew and attendant seating.

Electronic Systems

Electronic Systems produces a wide array of products that provide flight performance measurements, flight management, and control and safety data. Included are a variety of sensors systems that measure and manage aircraft fuel and monitor oil debris; engine, transmission and structural health; and aircraft motion control systems. The segment s products also include instruments and avionics, warning and detection systems, ice detection systems, test equipment, aircraft lighting systems, landing gear cables and harnesses, satellite control, data management and payload systems, launch and missile telemetry systems, airborne surveillance and reconnaissance systems and laser warning systems.

Recent Events

On November 26, 2002, we completed an offering of 14,950,000 shares of our common stock. We used the net proceeds of approximately $216.9 million from our stock offering to repay a portion of the amounts we borrowed to acquire Aeronautical Systems.

Outlook

Goodrich, as well as the entire aerospace industry, continues to experience weak market conditions in commercial aerospace that have negatively impacted our customers and demand for our products. We have proactively addressed these issues by taking actions to realign our capacity and cost structure with anticipated market demand.

Including the contributions of Aeronautical Systems for the fourth quarter, we expect the full-year 2002 sales to be $3.90 to $3.95 billion. Diluted earnings per share, excluding special items, are expected to be in excess of $2.30.

Looking forward to 2003, we expect that while the airline industry will continue to experience a challenging environment, overall available seat miles, which are generally correlated with aftermarket sales, should be flat, compared to 2002. Production of commercial transport aircraft (including regional jets) is expected to be lower than 2002, in line with public guidance from the manufacturers. Military and space sales are expected to increase 5% to 10% in 2003.

Our expectations for Goodrich in 2003 are dependent on a large number of factors. These factors include: (a) the timing and net proceeds of the expected sale of non-core assets; (b) the timing and number of shares issued in the equity offering; (c) the timing and terms of our note offerings; (d) the amount of increase in non-cash pension expense; and (e) the payment of all, or only a portion, of the Noveon payment-in-kind notes held by us.

We continue to realize significant savings from our previously announced restructuring activities, and now expect to exceed our prior expectations for headcount reductions and annual savings. These activities are expected to be largely complete by the end of 2002. Upon completion, it is expected that these actions will result in reductions in total headcount in excess of 3,200 personnel and annual pre-tax savings in excess of $170 million. Additional restructuring activities, including activities related to the Aeronautical Systems acquisition and the achievement of the synergy savings, may be considered due to the continuing weak environment for commercial aircraft production and lower expectations for the air travel industry.

Acquisition of Aeronautical Systems

On October 1, 2002, we completed our acquisition of Aeronautical Systems from TRW Inc. for approximately $1.5 billion in cash. The acquired businesses design and manufacture commercial and military aerospace systems and equipment, including engine controls, flight controls, power systems, cargo systems, hoists and winches, and actuation systems. They employ approximately 6,200 employees in 22 facilities in nine countries, including manufacturing and service operations in the United Kingdom, France, Germany, Canada, the United States and several Asia/Pacific countries.

We financed the acquisition through a $1.5 billion, 364-day credit facility provided by some of our existing lenders. This facility expires on July 29, 2003. We expect to repay amounts outstanding under the credit facility from:

- the net proceeds of approximately $792.2 million from the sale of $800 million principal amount of our notes in this offering;
- the net proceeds of approximately $216.9 million from the sale of 14,950,000 shares of our common stock in a separate offering that was completed on November 26, 2002;
- the estimated net proceeds of approximately $400 million from the proposed sale of non-core operating and non-operating assets;
- cash from operations; and
- if necessary, the net proceeds from the sale of up to an additional $100 million principal amount of our senior notes in one or more future offerings.

We expect to market all or some of our senior notes during the fourth quarter of 2002.

As a result of integration activities with respect to Aeronautical Systems, we expect to realize annual cost savings of approximately $30-$40 million, net of anticipated incremental costs, by the beginning of 2005. These cost savings are expected to result from consolidation of duplicate facilities, reduction of personnel, reduction of expenditures, expansion of procurement initiatives, and the use of best practices across the combined businesses.

Spin-Off of Engineered Industrial Products

On May 31, 2002, we completed the tax-free spin-off of our Engineered Industrial Products segment. The spin-off was made through a tax-free distribution to our shareholders of all the capital stock of EnPro Industries, Inc., a subsidiary that we formed in connection with the spin-off. In the spin-off, our shareholders received one share of EnPro common stock for every five shares of our common stock owned on the record date, May 28, 2002.

At the time of the spin-off, EnPro s only material asset was all of the capital stock and certain indebtedness of Coltec Industries Inc. Coltec and its subsidiaries own substantially all of the assets and liabilities of the EIP segment, including the associated asbestos liabilities and related insurance.

Prior to the spin-off, Coltec also owned and operated an aerospace business. Before completing the spin-off, Coltec s aerospace business assumed all intercompany balances outstanding between Coltec and us, and Coltec then transferred to us as a dividend all the assets, liabilities and operations of its aerospace business, including these assumed balances. Following this transfer and prior to the spin-off, all the capital stock of Coltec was contributed to EnPro, with the result that at the time of the spin-off Coltec was a wholly owned subsidiary of EnPro.

In connection with the spin-off, we and EnPro entered into a distribution agreement, a tax matters agreement, a transition services agreement, an employee matters agreement and an indemnification agreement, which govern the relationship between us and EnPro after the spin-off and provide for the allocation of employee benefits, tax and other liabilities and obligations attributable to periods prior to the spin-off.

The spin-off was recorded as a dividend and resulted in a reduction in shareholders equity of $399.9 million representing the recorded value of net assets of the business distributed (including cash of $56.0 million). The distribution agreement provides for certain post-distribution adjustments relating to the amount of cash to be included in the net assets distributed. At September 30, 2002, we had recorded an account receivable for $16.6 million from EnPro with respect to these adjustments; however, the final adjustment amount has not been determined. The difference, if any, between the final adjustment amount and the account receivable will be recorded as an adjustment to the dividend.

The $150 million of outstanding Coltec Capital Trust 5 1/4% convertible trust preferred securities (TIDES) that were reflected in liabilities of discontinued operations remain outstanding as part of the EnPro capital structure following the spin-off. The TIDES are convertible into shares of both Goodrich and EnPro common stock until April 15, 2028. We have guaranteed amounts owed by Coltec Capital Trust with respect to the TIDES and have guaranteed Coltec s performance of its obligations with respect to the TIDES and the underlying Coltec convertible subordinated debentures. EnPro, Coltec and Coltec Capital Trust have agreed to indemnify us from any costs and liabilities arising under or related to the TIDES after the spin-off.

Prior to the spin-off, Coltec acquired certain call options on our common stock in order to partially hedge its exposure to fluctuations in the market price of our stock resulting from the TIDES. These call options remain an asset of Coltec following the spin-off.

Sale of Performance Materials

On February 28, 2001, we completed the sale of our Performance Materials segment to an investor group led by AEA Investors, Inc. for approximately $1.4 billion. Total net proceeds, after anticipated tax payments and transaction costs, included approximately $1 billion in cash and $172 million in pay-in-kind (PIK) debt securities issued by the buyer, which is now known as Noveon International Inc. The transaction resulted in an after-tax gain of $93.5 million. During the second quarter of 2002, we and Noveon resolved a dispute over the computation of a post-closing working capital adjustment. The resolution of this matter had no effect on the previously reported gain.

In July 2002, we entered into an agreement with Noveon to amend certain provisions of the PIK notes held by us to give Noveon the option to prepay the securities at a discount greater than the original discount if they are prepaid on or before February 28, 2003. As a result of prepayments made in June and October 2002, Noveon has prepaid a total of $62.5 million of the outstanding principal of the PIK notes for $49.8 million in cash. Because these prepayments did not exceed the original discount recorded at the inception of the note, no gain or loss was required to be recognized. Should Noveon prepay the securities in full on or before February 28, 2003, the cash received could be less than the then recorded amount of the securities by approximately $4 million.

Pursuant to the terms of the transaction, we have retained certain assets and liabilities (primarily pension, postretirement and environmental liabilities) of the Performance Materials segment. We have also agreed to indemnify Noveon for liabilities arising from certain events as defined in the agreement. Such indemnification is not expected to be material to our financial condition, but could be material to our results of operations in a given period.

Other Acquisitions and Dispositions

Pooling of Interests

On July 12, 1999, we completed the merger with Coltec by exchanging 35.5 million shares of our common stock for all the common stock of Coltec. Each share of Coltec common stock was exchanged for 0.56 of one share of our common stock. The merger was accounted for as a pooling of interests, and all prior period financial statements were restated to include the financial information of Coltec as though Coltec had always been a part of us.

Acquisitions

The following acquisitions were recorded using the purchase method of accounting. Their results of operations have been included in our results since their respective dates of acquisition. Acquisitions made by businesses included within the Performance Materials and Engineered Industrial Products segments are not discussed below.

There were no acquisitions made during the first nine months of 2002.

During 2001, we acquired a manufacturer of aerospace lighting systems and related electronics, as well as the assets of a designer and manufacturer of inertial sensors used for guidance and control of unmanned vehicles and precision-guided systems. Total consideration aggregated $114.4 million, of which $101.6 million represented goodwill and other intangible assets.

During 2000, we acquired a manufacturer of earth and sun sensors for attitude determination and control ejection seat technology; a manufacturer of fuel nozzles; a developer of avionics and displays; the assets of a developer of precision electro-optical instrumentation serving the space and military markets; an equity interest in a joint venture focused on developing and operating a comprehensive open electronic marketplace for aerospace aftermarket products and services; a manufacturer of precision and large optical systems, laser encoding systems, and visual surveillance systems for day and night use; and a supplier of pyrotechnic devices for space, missile and aircraft systems. Total consideration aggregated $242.6 million, of which $105.4 million represented goodwill and other intangible assets.

During 1999, we acquired a manufacturer of spacecraft attitude determination and control systems and sensor and imaging instruments; the remaining 50% interest in a joint venture, located in Singapore, that overhauls and repairs thrust reversers, nacelles and nacelle components; an ejection seat business; and a manufacturer and developer of micro-electromechanical systems, which integrate electrical and mechanical components to form smart sensing and control devices. Total consideration aggregated $56.5 million, of which $55.0 million represented goodwill.

The purchase agreements for the manufacturer and developer of micro-electromechanical systems provides for additional consideration to be paid over six years based on a percentage of net sales. The additional consideration for the first five years, however, is guaranteed not to be less than $3.5 million. As the $3.5 million of additional consideration is not contingent on future events, it has been included in the purchase price and allocated to the net assets acquired. All additional contingent amounts payable under the purchase agreement will be recorded as additional purchase price/goodwill when earned.

The impact of these acquisitions was not material in relation to our results of operations. Consequently, pro forma information is not presented.

Dispositions

In addition to the spin-off of our EIP segment, during the first nine months of 2002, we sold a portion of our interest in a business, resulting in a pre-tax gain of $2.4 million, which has been reported in other income (expense), net.

In addition to the sale of our PM segment, during 2001, we sold a minority interest in one of our businesses, resulting in a pre-tax gain of $7.2 million, which has been reported in other income (expense), net.

During 2000, we sold a product line of one of our businesses, resulting in a pre-tax gain of $2.0 million, which has been reported in other income (expense), net.

During 1999, we sold all or a portion of our interest in two of our businesses, resulting in a pre-tax gain of $6.8 million, which has been reported in other income (expense), net.

Share Repurchase Program

On September 17, 2001, we announced a program to repurchase up to $300 million of our common stock. We repurchased 2.5 million shares through December 31, 2001. The total cost of these shares was approximately $50 million with an average price of $20.29 per share.

No shares were repurchased under this program during the first nine months of 2002.

Change in Dividend Policy

On May 17, 2002, we announced that our board of directors had approved a change in our dividend policy to achieve a net income payout ratio that we believe is consistent with other leading aerospace companies. Specifically, our quarterly dividend on our common stock was reduced to $0.20 per share from the previous level of $0.275 per share, effective with the regular quarterly dividend payable July 1, 2002, to shareholders of record as of June 10, 2002.

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Results of Operations

2002 Third Quarter and Year-to-Date Results

The following table summarizes our results of operations for the three and nine months ended September 30, 2002 and 2001.