18-02708-FOIA

August 3, 2018

U.S. Securities and Exchange Commission
Office of FOIA Services
100 F Street, NE Mail Stop 2745
Washington, DC 20549-5100

RECEIVED
AUG 03 2018
Office of
FOIA Services

Dear FOIA Office:

Under the Freedom of Information Act (FOIA), we are requesting a copy of the following:

GOODRICH CORP comment letters.
DOC_DATE: 1/1/2001 to 12/31/2006
CIK_NUM: 0000042542

Process this request up to our education-use entitlements.

Thank You,

Dr. Amy Hutton
Boston College
Carroll School of Management,
Chestnut Hill, Massachusetts 02467
[redacted]

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
STATION PLACE
100 F STREET, NE
WASHINGTON, DC 20549-2465

Office of FOIA Services

August 10, 2018

Dr. Amy P. Hutton
Boston College
Carroll School of Management
Chestnut Hill, MA 02467

RE: Freedom of Information Act (FOIA), 5 U.S.C. § 552
Request No. **18-02708-FOIA**

Dear Dr. Hutton:

This letter is in response to your request, dated and received in this office on August 3, 2018, for SEC comment letters sent to Goodrich Corp. from January 1, 2001 to December 31, 2006.

The search for responsive records has resulted in the retrieval of the enclosed letters dated November 29, 2001, January 7, 2002, March 4, 2002, August 20, 2002, July 30, 2004, October 1, 2004, January 12 and 19, 2005, February 15, 2005, March 27, 2005, April 19, 2006 and August 10, 2006 that may be responsive to your request. They are being provided to you with this letter.

If you have any questions, please contact me at jacksonw@sec.gov or (202) 551-8312. You may also contact me at foiapa@sec.gov or (202) 551-7900. You also have the right to seek assistance from Jeffery Ovall as a FOIA Public Liaison or contact the Office of Government Information Services (OGIS) for dispute resolution services. OGIS can be reached at 1-877-684-6448 or Archives.gov or via e-mail at ogis@nara.gov.

Sincerely,

Warren E. Jackson

Warren E. Jackson
FOIA Research Specialist

Enclosures

Stop 3-5 November 29, 2001

Mr. Ulrich Schmidt
Senior Vice President and
Chief Financial Officer
Goodrich Corporation
Four Coliseum Centre
2730 West Tyvola Rd.
Charolotte NC 28217

Re: Goodrich Corporation.
Form 10-K for the year ended December 31, 2000
File Nos. 1-892

Dear Mr. Schmidt:

The staff has performed a review of the above referenced filing and has the following comments on your Annual Report on Form 10-K for the year ended December 31, 2000. Where indicated, we think you should revise your disclosures in any future filings in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments. The supplemental responses to our comments below should be filed with the Commission no later than December 31, 2001. If you are unable to respond by this date, please contact us as soon as possible.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Annual Report on Form 10-K
Exhibit 13
Management`s Discussion and Analysis of Financial Condition and Results of Operations
Merger-Related and Consolidation Costs, page 1

1. Please tell us and revise MD&A in future filings to explain in further detail when and where the $41.4 million increase in restructuring reserves associated with the sale of Performance Materials has been reflected in your statement of operations. Also, see our related comment below regarding the establishment of these reserves.

2. Please revise MD&A in future filings to explain in further detail the nature and amounts of the costs comprising the $232.1 million of merger-related and consolidation costs that were recognized during 1999.

1999 Compared with 1998
Aerospace, page 8

3. Please tell us and revise MD&A in future filings to explain in further detail the nature and terms of the "PW4000 settlement" and quantify how this settlement impacted your 1999 results of operations.

EBITDA , page 10

4. Please revise the discussion of EBITDA included in MD&A in future filings to explain why management believes the presentation of this measure is useful and meaningful to investors.

Quantitative and Qualitative Disclosures About Market Risk
Expected Maturity Date, page 17

5. The total amount and fair value of your long-term debt as of December 31, 2000 as reflected in the table on page17 does not agree to the amounts reflected in your December 31, 2000 balance sheet or Note M to your financial statements. In future filings, please reconcile and revise these disclosures.

The BF Goodrich Company Financial Statements
Consolidated Statement of Stockholders` Equity

6. Please revise future filings to disclose the amount of income tax expense or benefit allocated to each component of other comprehensive income. Refer to the requirements of paragraph 25 of SFAS No.130.

Note A. Significant Accounting Policies
Revenue and Income Recognition

7. We note from the disclosures provided in Note A that your receivables include amounts due under long-term contracts. Please revise future filings to include the disclosures required by Rule 5-02 3(c) of Regulation S-X with respect to the amounts receivable under your long-term contracts, as applicable, or explain to us why you do not believe these disclosures are required.

8. We note the disclosure indicating that you use the "reallocation method" rather than the cumulative catch-up method to account for changes in estimates associated with your long-term fixed price contracts. Since it appears that the "cumulative catch-up" method is required by paragraph 82 of SOP 81-1, please explain to us in further detail why you believe that your continued use of the "reallocation method" is appropriate. If you do not believe that the impact of using this method rather than the "cumulative catch-up" method would have a material impact on your financial statements, specifically disclose that the reallocation method of revising estimated profits on contracts does not materially differ from the cumulative catch-up method.

D. Merger-Related and Consolidation Costs

9. Please tell us how your recognition of $45.6 million and $232.1 million of merger-related and consolidation costs during 2000 and 1999 complied with the requirements of EITF 94-3, SFAS No.121, SFAS No. 88 or other relevant technical accounting literature. Also, please tell us and revise the notes to your financial statements in any future filings to address the following with respect to your merger-related and consolidation costs:

* Please explain the nature of the assets for which impairment charges were recognized during 1999 and 2000 and explain in further detail how the amounts of the impairment charges recognized were calculated or determined. Also, please indicate whether the charges recognized related to assets to be held and used or assets to be disposed of. If they relate to assets to be disposed of, revise future filings to include all of the disclosures required by paragraph 19 of SFAS No.121.
* Please tell us why you believe it was appropriate to recognize provisions for employee relocation costs as part of your merger-related and consolidation cost accruals. Since such costs provide you with future benefits, they do not meet the criteria required for accrual outlined in EITF 94-3.
* Please tell us and revise the notes to your financial statements in future filings to explain in further detail the specific nature of the $13.3 million recognized during 2000 and the $11.1 million recognized during 1999 for "realignment activities". As part of your response, indicate whether these costs were accrued in advance or expensed as incurred. If these costs were accrued in advance of being incurred, explain why you believe the treatment used was appropriate.
* Revise the roll-analysis provided in future filings to reflect the $41.4 million increase in reserves associated with the sale of the Performance Materials segment in a separate column rather than as part of the net activity. Also, explain in further detail the nature and amounts of the costs comprising the restructuring reserves established for this segment and explain why you believe the recognition of these reserves is appropriate, including the relevant

technical accounting literature which supports your recognition of these reserves.
* Please provide the disclosures required by paragraph 33 of APB 20 with respect to the change in estimated useful life recognized in connection with certain fixed assets during 2000. If you do not believe this change had a material impact, include a statement to that effect.
* Please revise to disclose the nature and amounts of the litigation settlement costs recognized during 1999. Also, explain why you believe these costs should be classified as a component of your merger-related and consolidation costs for 1999.
* Revise the notes to your financial statements in future filings to disclose the number of number of employees expected to be terminated as part of all of your restructuring activities. Also, please disclose the actual number of employees terminated during each period and the number remaining to be terminated at the end of each period. Refer to the disclosure requirements of EITF 94-3.
* Revise to disclose when your remaining reserves for merger-related and consolidation costs are expected to be paid or incurred.

Note F. Sale of Receivables

10. Please tell us how your sales of receivables meet the criteria for sale treatment outlined in paragraph 9 of SFAS No. 125. As part of your response, please specifically address why the recourse provisions associated with your sales of receivables do not preclude the reflection of these transactions as "sales". See paragraph 83 of SFAS No.123. We may have further comment upon receipt of your response.

Note P. Common Stock

11. Please tell us why you do not believe the following equity transactions by you or Coltec violated the provisions outlined in APB 16 regarding the use of the pooling of interests method of accounting:

* The repurchase of 1.602 million shares of common stock by Coltec during 1998.
* The issuance of .54 million and 1.078 million of shares during 1999 and 1998 under stock option and other employee stock-based compensation plans.
* The acquisition of 9.330 million, .085 million and .628 million treasury shares during 2000, 1999 and 1998.

See paragraphs 47c and d and paragraph 48 of APB 16. We may have further comment upon receipt of your response.

T. Commitments and Contingencies
Environmental

12. Please tell us and revise the notes to your financial statements and MD&A in future filings to explain in further detail the significant assumptions used to estimate or determine the amounts or your accruals for environmental remediation costs at December 31, 2000 and 1999. As part of your response and your revised disclosures in future filings, please address the following matters:

* Describe the material components of the accruals that have been established and the significant assumptions used in estimating the accruals.
* Discuss the expected time period over which the accruals established are expected to be paid or incurred.
* Describe any circumstances or factors that could impact the reliability and precision of the accruals that have been established.
* Discuss the extent to which any unasserted claims are reflected in your accruals.
* Discuss the nature and terms of any cost sharing arrangements with other parties that may impact the accruals that have been established.

Refer to the requirements of SAB Topic 5:Y, Questions 5. Also, please tell us and explain in the notes to your financial statements in future filings why you believe that it is "probable" that you will realize the amounts of the receivables that you have established for potential recoveries from your insurers of $285.7 million and $183.6

million at December 31, 2000 and 1999, respectively. In this regard, specifically disclose the receivable amounts, if any, that are being contested by your insurance carrier.

Asbestos
Garlock Inc. and the Anchor Packing Company

13. Please tell us and revise the notes to your financial statements and MD&A in future filings to quantify the portion of the pending asbestos claims against Garlock and the Anchor Packing Company that are due to exposures occurring after July 1, 1984 and which therefore will not be covered by insurance. Also, please tell us and revise the notes to your financial statements in future filings to explain in further detail the nature and terms of the limitations on payments that may be made during any one year under the terms of Garlock`s insurance policies. Also, explain in further detail how these limitations could impact the amount of payments required by the Company under its settlement arrangements for asbestos claims.

Quarterly Financial Data (Unaudited)

14. Since you do not present "gross profit" in your consolidated statement of income, please revise future filings to provide footnote disclosure explaining what financial statement line items have been reflected in your computation of gross profit.

Selected Financial Data, page 49

15. We note your presentation of "EBITDA", a non-GAAP measure of financial performance in your selected financial data. Please revise future filings to explain why management believes the presentation of this non-GAAP measure is useful and meaningful to investors. Also, in order to provide a more balanced presentation, revise future filings to include disclosure of your net income and your cash flows from investing and financing activities. Refer to the guidance provided in ASR 142.

Quarterly Reports on Form 10-Q for the Quarters Ended March 31, 2001, June 30, 2001 and September 30, 2001

16. Please address our comments on your Annual Report on Form 10-K in future Quarterly Reports on Form 10-Q, where applicable.

Note H. Discontinued Operations

17. We note the disclosure indicating that you have included a $25 million working capital adjustment in the gain recognized on the disposal of your Performance Materials segment. Please tell us why you believe it is appropriate to recognize the working capital adjustment as part of the gain on disposal if this adjustment is currently being disputed by the buyer as you have disclosed in Note H. As part of your response, explain why you do not believe that this adjustment represents a "gain contingency" that should not be recognized until realized pursuant to paragraph 17 of SFAS No.5.

Note K. Contingencies
General

18. Please tell us and revise future filings to clarify the amount of the accrual that you have established for the pending litigation with former shareholders and employees of Tolo, Inc. If you have not established an accrual for the $2.4 million claim and the related punitive damages of $24 million that have been awarded by the court, please explain in further detail the reasons why an accrual for these amounts has not been established. We may have further comment upon receipt of your response.

General

As appropriate, please revise the disclosures provided in any future in response to these comments. A supplemental response letter should also be furnished which keys the Company`s responses to the above comments and responds to the staff`s requests for supplemental information. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

In the event the Company believes that compliance with any of the staff`s comments is inappropriate, the response letter should set forth the basis therefore. Any questions regarding the financial review may be directed to Linda Cvrkel at (202) 942-1936 or Nancy Bonham at (202) 942-1854.

Sincerely,

Max A. Webb

Assistant Director

Mr. Ulrich Schmidt
Goodrich Corporation
Page 1

Stop 3-5 January 7, 2002

Mr. Ulrich Schmidt
Senior Vice President and
Chief Financial Officer
Goodrich Corporation
Four Coliseum Centre
2730 West Tyvola Rd.
Charolotte NC 28217

Re: Goodrich Corporation.
Form 10-K for the year ended December 31, 2000
File Nos. 1-892

Dear Mr. Schmidt:

The staff has performed a review of the above referenced filing and your supplemental response dated December 18, 2001 and has the following comments on your Annual Report on Form 10-K for the year ended December 31, 2000. Where indicated, we think you should revise your disclosures in any future filings in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. After reviewing this information, we may or may not raise additional comments. The supplemental responses to our comments below should be filed with the Commission no later than January 31, 2002. If you are unable to respond by this date, please contact us as soon as possible.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Annual Report on Form 10-K
Exhibit 13
Management`s Discussion and Analysis of Financial Condition and Results of Operations
Merger-Related and Consolidation Costs

1. We have reviewed your response to our prior comment number 1 in which you indicate that the $41.4 million increase in restructuring reserves established in connection with the sale of Performance Materials was not recognized in your fiscal 2000 statement of operations but rather deferred and reflected as a reduction of the gain on sale of this business in February 2001. We also note from your response that this $41.4 million of costs included $35.6 million of asset impairment charges. Note that paragraph 16 of APB 30 provides that the gain or loss on the disposal of a segment of a business should not include adjustments to the carrying amount of assets that should have been recognized on a going-concern basis prior to the measurement date. Please explain to us in further detail why you do not believe these asset impairment charges should have been recognized in your financial statements prior to the measurement date in accordance with the guidance outlined in paragraph 16 of APB 30. Also, explain in further detail why this asset impairment charge was recognized if you subsequently recognized a gain on the disposal of the Performance Materials business. We may have further comment upon receipt of your response.

Quarterly Report on Form 10-Q for the Quarter Ended September 30, 2001
Note K. Contingencies
General

2. We have reviewed your response to our prior comment number 18 in which you explain your rational for not establishing an accrual for the $24 million of punitive damages awarded by the court in connection with the pending litigation with former shareholders and

employees of Tolo, Inc. However, we continue to believe that additional disclosures regarding this matter should be provided in the notes to your financial statements in future filings. Please revise the notes to your financial statements in future filings to explain why no accrual has been established in your financial statements for the $24 million of punitive damages that have been awarded by the court in connection with this litigation.

General

As appropriate, please revise the disclosures provided in any future in response to these comments. A supplemental response letter should also be furnished which keys the Company`s responses to the above comments and responds to the staff`s requests for supplemental information. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

In the event the Company believes that compliance with any of the staff`s comments is inappropriate, the response letter should set forth the basis therefore. Any questions regarding the financial review may be directed to Linda Cvrkel at (202) 942-1936 or Nancy Bonham at (202) 942-1854.

Sincerely,

Max A. Webb

Assistant Director

Mr. Ulrich Schmidt
Goodrich Corporation
Page 1

Postal Code 20549-0303

March 4, 2002

Via Facsimile and U.S. Mail

Elliott V. Stein
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019

David Lopez
Cleary, Gottlieb, Steen & Hamilton
One Liberty Plaza
New York, New York 10006

Re: Goodrich Corporation
Form S-4 filed February 14, 20002
SEC File No. 333-82800

Dear Messrs. Stein and Lopez:

The staff of the Office of Mergers and Acquisitions in the Division of Corporation Finance at the Securities and Exchange Commission has conducted a limited reviewed of the registration statement on Form S-4 filed by the Goodrich Corporation on February 14, 2002. The staff`s review focused on compliance with the federal rules applicable to tender offers, found in Regulations 14D and 14E. We have the following comments based on our limited review:

Forward-Looking Statements, page iii

1. The safe harbor for forward looking statements provided in the Private Securities Litigation Reform Act of 1995 does not by its terms apply to statements made in connection with a tender offer. See Section 27A(b)(2)(C) of the Securities Act of 1933. Please delete the reference to the Reform Act or clearly state that its protections do not extend to statements made in the prospectus.

Conditions to the Exchange Offer, page 18

2. As you may know, all offer conditions, other than regulatory approvals necessary for consummation of the offer, must be satisfied or waived on or before the expiration of the offer. However, the first paragraph of this section doesn`t specify by when the listed offer conditions must occur. Further, the statement in the last paragraph of this section that you may waive the listed conditions "at any time and from time to time" suggests that, contrary to our view, conditions may be waived after expiration. Please revise to specify the time period during which conditions must be satisfied or waived.

3. Subparagraph (g) in the second listed condition states that you may terminate the offer if the listed market indices drop more than 10% from their levels on a specified date. Clarify whether this means that if the referenced indices drop by more than 10% on day two of the offer, but recover on day 10, condition (g) will be triggered. If you mean that market levels will be measured on the expiration date, say that.

4. The last offer condition is confusing. Do you mean to condition completion of the exchange offer on the spin-off? Is this possible, given the timing of both transactions, and our view that all offer conditions must be satisfied on or before expiration? Please revise or advise.

5. In the second to last paragraph on page 19, you state that you will not accept tenders from any holder who is not eligible to participate in the exchange offer "under applicable law or interpretation of the SEC." As you know, Rule 14d-10(a) and Rule 13e-4(f)(8)(i) require a tender offer to be open to all holders of the subject class. Please advise supplementally what you mean by this language. We may have additional comments.

Withdrawal of Tenders, page 23

6. Section 14(d)(5) of the Securities Exchange Act of 1934 mandates that securities tendered may be withdrawn, if not yet accepted, on the sixtieth day after commencement of the exchange offer. Please revise to describe these "back-end" withdrawal rights. Consider whether, in the context of this offer, you should also describe the back-end withdrawal rights in the corresponding section of the summary at the beginning of the prospectus.

Closing Comments

Please amend the registration statement to comply with our comments above. Please be aware that we may have additional comments on your amended filing and your Schedule TO, when filed.

If you would like to discuss these issues further, please do not hesitate to contact me at (202) 942-1773.

Sincerely,

Christina Chalk
Special Counsel
Office of Mergers and Acquisitions

August 20, 2002

Alexander C. Schoch
Goodrich Corporation
Four Coliseum Centre
2730 West Tyvola Road
Charlotte, North Carolina 28217

RE: Goodrich Corporation
Registration Statement Form S-3
Registration File No. 333-98165

Dear Mr. Schock:

This is to advise you that no review of the above captioned registration statement has been or will be made. All persons who are by statute responsible for the adequacy and accuracy of the registration statement are urged to be certain that all information required pursuant to the Securities Act of 1933 has been included.

You are also reminded to consider applicable requirements regarding distribution of the preliminary prospectus.

To the extent that the registration statement states that it includes forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act (or otherwise makes reference to such provisions or to the Litigation Reform Act generally), please be advised that the staff is not making any determination as to whether the disclosures (including, e.g., cautionary language or the placement of disclosures) satisfy the requirements of such Sections.

As you know, revisions to Rule 421 of Regulation C became effective on October 1, 1998, and your prospectus must comply with the plain English principles set forth in that rule. We have not reviewed any portion of your registration statement and have not determined that your document complies with that rule. It is your responsibility to make sure your document complies with the requirements of Rule 421 of Regulation C.

The staff will consider a written request for acceleration of the effective date of the registration as a confirmation that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above captioned registration statement. We will act upon such request and pursuant to delegated authority grant acceleration of the effective date.

Any questions may be directed to Heather Maples at (202) 942-1992 or the undersigned at (202) 942-1850.

Sincerely,

Max A. Webb
Assistant Director

Mail Stop 0305

July 30, 2004

Robert D. Koney, JR
Vice President & Controller
Goodrich Corporation
Four Coliseum Centre
2730 West Tyvola Road
Charlotte, North Carolina 28217

Re: Goodrich Corporation
Form 10-Q: For the quarterly period ended March 31, 2004
2003 Annual Report

Dear Mr. Koney:

We have reviewed the above referenced documents and have the following comments. We have limited our review to the financial statements and related disclosures included within these documents. Understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filings.

Where expanded or revised disclosure is requested, you may comply with these comments in future filings. If you disagree, we will consider your explanation as to why our comments are inapplicable or a revision is unnecessary. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. Please be as detailed as necessary in your explanation. We look forward to working with you in these respects and welcome any questions you may have about any aspects of our review.

Form 10-Q: For the quarterly period ended March 31, 2004

Note K: Cumulative Effect of Change in Accounting
1. Please revise the notes to your financial statements to comply with the disclosure requirements of paragraph 17 of APB 20. The revised disclosure should clearly explain the justification for the changes in accounting principles, and the reason the newly adopted accounting principles are preferable. Supplementally provide your intended disclosure.

2003 Annual Report

Item 7: MD&A

Entry Fees-Investment in Risk and Revenue Sharing Programs, page 45
2. Please supplementally provide the following information with regard to your entry fees-investments for each of the past three years:
* The amount that was capitalized;
* The amount of any write-offs; and
* A description of the facts and circumstances surrounding each write-off.
3. Please supplementally explain in detail the reason it is appropriate to capitalize your entry fees-investment. Since it is an upfront payment for a new program, it appears that the amounts should be recorded as research and development, and immediately expensed.
4. Please tell us whether any of your entry fees programs were initiated in the past three years. If so, identify these programs and tell us the dates they were started. In addition, supplementally describe the significant, typical, and unusual terms of the agreements underlying your entry fees programs. Finally, describe the risks that you have assumed as part of these investments and the anticipated rates of return. As part of your response, tell us the period of time that usually lapses before you start to receive a return on your investment, and the period of time before you recoup your entire investment. Include company specific examples to support your response.

Item 8: Financial Statements

Note A: Significant Accounting Policies

Long-lived Assets, page 57
5. Please revise future filings to disclose your accounting policy and methodology for determining and measuring impairment in the recorded values of your goodwill and other indefinite lived intangible assets, pursuant to SFAS 142.

Note B: Acquisitions and Dispositions

Aeronautical Systems, page 60
6. Please explain to us how you have accounted for the $30 million of claims submitted to Northrup Grumman for certain liabilities and obligations that were retained by TRW under the purchase agreement. Also, explain your planned accounting in the event that these claims are subsequently paid or not paid by Northrup Grumman.

Note C: Restructuring and Consolidation and Other Asset Impairments, page 63
7. In future filings, please revise to separately disclose the components of the "activity" impacting your restructuring reserves during each period presented. Separate disclosure should be provided of payments and other adjustments charged against the reserves established. These disclosures should also be accompanied by an explanation of any adjustments that have been made to previously established reserves and the nature and timing of the events or circumstances that resulted in the adjustments. Refer to the requirements of paragraph 20 of SFAS 146.
8. Please revise future filings to include all of the disclosures required by EITF 95-3 with respect to the $24.4 million of accruals recognized in connection with the acquisition of Aeronautical Systems during 2003.

Other Asset Impairments, page 66
9. Please tell us and revise future filings to explain where the $79.9 million impairment charge recognized during 2003 in connection with the Company`s Super 27 re-engining program has been classified in the Company`s financial statements and explain why the Company believes the classification used is appropriate.

In addition, please explain and disclose in the notes to the Company`s financial statements where the following impairment charges have been classified:

- Inventory write-offs aggregating $12.2 million, and the write-off of notes receivable aggregating $46.1 million;
- The non-cash impairment charge aggregating $11.7 million related to the Company`s equity investment in Cordiem LLC and a non-cash charge aggregating $6.2 million for rotable landing gear assets.

Your response should explain why management believes the classifications used for each of these charges is appropriate.

Note F: Payment-in-Kind Notes Receivable, page 68
10. Please explain in further detail how you calculated or determined the amount of the gain recognized on the payment in kind-notes and explain where it has been classified in your consolidated statements of operations.

Note H: Goodwill and Identifiable Intangible Assets, page 70
11. Please revise the notes to your financial statements to include the disclosures required by paragraph 45 of SFAS 142 with respect to your goodwill and identifiable intangible assets as of each balance sheet date presented.

Note M: Business Segment Information, page 85
12. Please supplementally explain in detail the reason you have not provided the disclosures required by paragraph 37 of SFAS 131. An enterprise shall report the revenues from external customers for each product and service or each group of similar product or services unless it is impracticable to do so. Alternatively, revise future filings to include the required disclosures.
13. Please supplementally explain why you have not separately presented on the face of the statement of operations revenue

attributable to products and services, and the underlying cost of revenue. Refer to Rule 5-03 of Regulation S-X for guidance. As part of your response, supplementally quantify the amount of revenue attributable to services and products.

Note L: Income Taxes, page 83

14. Please supplementally explain the fluctuation in foreign income from continuing operations. We note for the past three years foreign income was $25.4 million, $0.6 million, and $56.0 million.
15. Please supplementally explain in detail the facts and circumstances surrounding the timing of the charge for interest on potential tax liabilities. Clearly explain why the period in which the amount that was recorded in 2003 was appropriate.
16. Please supplementally explain the significant increases in both the "tax-exempt income from foreign sales corporation," and the "difference in rates on foreign subsidiaries."
17. Please expand your disclosure in future filings to address the questions raised in the above comments.

Note V: Contingencies, page 103

Tax Litigation

18. We note that in 2000 the IRS issued a statutory notice of deficiency asserting that Rohr was liable for $85.3 million of additional income taxes for the fiscal years ended July 31, 1986 through 1989. Please supplementally explain why you did not disclose this notice in the prior year Form 10-K. In addition, tell us how you considered the likelihood of receiving the 2003 notice based upon the position taken by the IRS in the 2000 notice. Finally, provide us a quarterly rollforward of the reserves recorded for the Rohr tax issue, and supplementally explain why the periods in which the reserves were recorded were appropriate.

* * * * *

Please file your response to our comments via EDGAR by August 16, 2004. Please understand that we may have additional comments after reviewing your response. You may contact Michael Fay at 202-942-1907 if you have questions. You may also contact Linda Cvrkel at 202-942-1936 or me at 202-942-1850 with any concerns as we supervised the review of your filings.

Sincerely,

Max A. Webb
Assistant Director

Mail Stop 0305

October 1, 2004

Ulrich Schmidt
Executive Vice President and Chief Financial Officer
Goodrich Corporation
Four Coliseum Centre
2730 West Tyvola Road
Charlotte, North Carolina 28217

Re: Goodrich Corporation
Form 10-Q: For the quarterly period ended March 31, 2004
2003 Annual Report

Dear Mr. Schmidt:

We have reviewed the above referenced documents and your response letters dated August 31, 2004 and September 1, 2004, and have the following comments. We have limited our review to the financial statements and related disclosures included within these documents. Understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filings.

Where expanded or revised disclosure is requested, you may comply with these comments in future filings. If you disagree, we will consider your explanation as to why our comments are inapplicable or a revision is unnecessary. In some of our comments, we may ask you to provide us with supplemental information so we may better understand your disclosure. Please be as detailed as necessary in your explanation. We look forward to working with you in these respects and welcome any questions you may have about any aspects of our review.

Rule 83

1. Please number your responses to our comments in future correspondence. The number assigned should correlate to the comment in which you are responding.
2. We note that you have requested confidential treatment for your entire response to us, exclusive of the responses to prior comments five through eleven. Please reconsider your prior request for confidential treatment and resubmit your September 1, 2004 correspondence via EDGAR. Your request under Rule 83 should be limited to only those portions of the response letter which must truly remain confidential. You should redact the confidential information subject to the revised Rule 83 request and mark the response letter using brackets or other clear markings to indicate the location of the omitted material.

General

3. Please separately address each comment.

August 31, 2004 Correspondence

Refer to prior comment 6

4. Please explain to us why you will classify in the category "Other Income (Expense)-Net" any amounts that are not reimbursed through Northrop Grumman. Since the amounts relate to product warranty and other contractual obligations, your proposed presentation appears inappropriate.

September 1, 2004 Correspondence

Refer to prior comment 1

5. Please further explain the justification for the two changes in accounting principles, and the reason the newly adopted principles are preferable. While we understand that the changes are preferable under SOP 81-1, it is not clear why you have changed now since SOP 81-1 was issued 23 years ago. Further, in your December 18, 2001 correspondence to us, you stated your continued belief that the reallocation method is appropriate. Accordingly, please explain to us and in your future filings the precise reasons and timing underlying

your changes in accounting principles.

Refer to prior comment 2 - 4

6. Please provide us a substantive analysis to support your accounting for investments in risk and revenue sharing programs. Your response does not appear to adequately address what appears to be significant risks and uncertainties surrounding your programs. For instance, Rolls-Royce`s annual report states that "the primary financial benefit [from the program] is a reduction of the burden of research and development." In addition, we note there are a number of other participants in each of the programs in which you are involved. Each of these participants may have significant risks and uncertainties for which you are not cognizant. For instance, it is our understanding that one of the participants has incurred tens of millions of dollars in research and development costs subsequent to its initial investment in the Trent 900 program, which would appear to indicate that there are significant risks and uncertainties. Accordingly, please provide us a fact specific, substantive analysis to support your accounting.

7. Please explain to us the reason for each entry-fee payment made during 2002 and 2003, exclusive of the TRW acquisition. Since the Trent 900 engine program was initiated in November 2001, and there were no other entry fees programs initiated by you during the last three years, the changes in the investment account during 2002 and 2003 appear to be payments. While you indicate in your response that some balances may fluctuate due to exchange rate changes, the impact from foreign currencies is unclear.

8. Please supplementally describe the types of costs that are incurred by you subsequent to your initial investment in a risk and revenue sharing program, and explain how you account for each of these costs.

9. For each risk and revenue sharing program, please supplementally quantify the amount of research and development costs that were incurred during each year subsequent to the program initiation, and tell us how you accounted for these costs.

10. Please supplementally explain how you classify amortization of entry fees in your consolidated statements of operations and explain why you believe the classification used is appropriate.

11. Please supplementally explain why it takes approximately four years after aircraft certification to receive the initial cash flow under your risk and revenue sharing programs. As part of your response, describe for us any thresholds that must be met before you receive your portion of the revenues, costs that must be fully recouped by other parties, or other potential obstacles to you receiving any amounts.

12. You state that initial cash flow under the program is expected to be received approximately four years after aircraft certification. Tell us the typical amount of time that lapses between your initial investment and aircraft certification. In addition, supplementally describe to us the factors that could impact this period.

13. Please tell us whether the entire $65.8 million amount referred to in your response was recorded as part of the purchase price allocation of TRW`s Aeronautical Systems business. If not, tell us the reason payments were made subsequent to the acquisition.

14. Please supplementally explain how you determined the $65.8 million amount that appears to have been recorded as part of the purchase price allocation of TRW`s Aeronautical Systems business and provide any supporting calculations. In addition, explain to us how your determination of this amount is in accordance with paragraph 37(e) of SFAS 141.

15. Please describe for us in detail the risk and revenue sharing program that was acquired as part of TRW`s Aeronautical Systems business. As part of your response, provide us a timeline of all significant events (i.e., contract initiation, product testing, etc.)

16. Tell us the amount of revenue and direct costs you have recognized under all of the risk and revenue sharing programs for each of the periods presented.

Refer to prior comment 12

17. Please further explain to us the basis for your belief that you only provide three types of products and services, which are those pertaining to (i) an aircraft`s airframe, (ii) an aircraft`s engine or (iii) electronics. Considering these three segments are comprised of approximately 16 strategic business units, it appears inappropriate for you to have such a narrow grouping of products. Please provide the information required for by paragraph 37 of SFAS 131 for each prior fiscal year in your upcoming Form 10-Q or provide us a substantive response to support your current disclosure.

Refer to prior comment 13
18. Please quantify for us the amount of service revenue recognized for 2002 and 2001. In addition, provide us a disaggregated analysis of the separate components of service revenue for each year presented.

Refer to prior comment 15
19. As previously requested, please clearly explain to us in detail why the period you recorded the interest charge is appropriate. Since the charge relates to potential tax liabilities that have covered the past 18 years, it appears that you should have recorded the amount in prior years. In addition, provide us a rollforward of your interest reserve on potential tax liabilities.
20. Please explain to us why you have a reserve for potential tax liabilities that spans 18 years and provide a rollforward of this account. The rollforward should highlight additions, payments, and changes in estimate. In addition, quantify for us the significant components of this liability. For each significant component provide the following:

* A detailed explanation of why the amount recorded was appropriate;
* A brief description of the tax issue;
* The period the amount was recorded;
* The anticipated payment date, and
* A detailed explanation of why the amount has yet to be paid.

Refer to prior comment 16
21. Refer to page 85. We note that without the "interest on potential tax liabilities" reconciling item, your effective tax rate would have been a tax benefit of 5.8%. Consequently, it remains unclear why the "tax exempt income from foreign sales corporation" and "interest on potential tax liabilities" reconciling items were so significant. Accordingly, please further explain to us how the reconciling items of (15.3)% and (24.9)% were determined. As part of your response, tell us the significant components of foreign income by jurisdiction and any other specific information that would provide clarify into these amounts.

Refer to prior comment 17
22. Please supplementally clarify why you accrued the potential liability for the Rohr tax issue prior to your receipt of the statutory notice of deficiency, and explain to us why your accounting was appropriate. In addition, tell us why the period you recorded the amount was appropriate.

* * * * *

Please file your response to our comments via EDGAR by October 22, 2004. Please understand that we may have additional comments after reviewing your response. You may contact Michael Fay at 202-942-1907 if you have questions. You may also contact Linda Cvrkel at 202-942-1936 or me at 202-942-1850 with any concerns as we supervised the review of your filings.

Sincerely,

Max A. Webb
Assistant Director

Goodrich Corporation
October 1, 2004
Page 5

Mail Stop 0305

January 12, 2005

Scott E. Kuechle
Vice President and Controller
Goodrich Corporation
Four Coliseum Centre
2730 West Tyvola Road
Charlotte, North Carolina 28217-4578

Re: Goodrich Corporation
2003 Annual Report

Dear Mr. Kuechle:

We have reviewed the below referenced correspondence and have the following comments. Where expanded or revised disclosure is requested, you may comply with these comments in your upcoming Form 10-K. If you disagree, we will consider your explanation as to why our comments are inapplicable or a revision is unnecessary. In some of our comments, we may ask you to provide additional information so we may better understand your disclosure. Please be as detailed as necessary in your explanation. We look forward to working with you in these respects and welcome any questions you may have about any aspects of our review.

November 10, 2004 correspondence

Refer to prior comments 19 and 20
1. Revise your selected financial data section to discuss and quantify the impact from your accounting for tax contingencies. Note that amounts should not be netted.
2. Provide in the notes to the financial statements an accounting policy for your tax contingencies. Refer to paragraph 12 of APB 22 for guidance. In addition, provide a rollforward of the related reserves.
3. Explain how you have considered the disclosure requirements of paragraphs 9 and 10 of SFAS 5 with regard to your recorded and unrecorded tax contingencies.
4. Explain the reason for the increase in identified tax contingencies during 2003 and describe in detail the issues underlying the increase. In addition, explain the circumstances surrounding the identification of these contingencies and clarify the reason the amounts were not recorded earlier. Finally, tell us the amount that has been recorded for these identified contingencies and provide the underlying "ratio."
5. Explain the reason for the decrease in the ratio during 2003.
6. Explain why it is appropriate to record state issues and federal interest reserves net of the federal tax benefit. Clearly explain the basis for your presentation. In addition, explain why you do not present state tax interest on a consistent basis. We note that state tax interest is recorded on a gross basis.
7. Explain why your state interest reserve requirement increased approximately 100% during 2002. The reason for the significant increase is unclear since the underlying potential liability decreased during the same period.

8. Explain why the best estimate reserve requirement (including interest) for state issues increased during 2003.
9. Describe and separately quantify the significant issues that underlie the federal tax contingencies that relate to 2001 and that were recorded in 2001. In addition, describe and separately quantify the significant federal tax contingencies that relate to 2001 and that were recorded in 2002 and 2003.
10. Explain why there have not been any payments made against the state issues reserve for the three year period ended December 31, 2003. Given the large number of jurisdictions that underlie the reserve, it is unclear why there have not been any payments. As part of your response, provide greater detail to support the amounts that have been recorded.

January 12, 2005 correspondence
11. Revise your proposed disclosure to quantify the approximate period of time between your initial investment in a risk and revenue sharing program and the beginning of the 20 year program life, and discuss the unique risks that are inherent in these programs. As part of your revised disclosure, discuss that your partner views the primary benefit of the program as a reduction of its research and development. In addition, while you state that your product is technologically feasible at the beginning of the program, clarify how you have considered the technological feasibility, or lack there of, of the products that will be incorporated by the other critical suppliers.

* * * * *

Please file your response to our comments via EDGAR. Understand that we may have additional comments after reviewing your response. You may contact the undersigned at 202-942-1907 with any questions.

Sincerely,

Michael Fay
Branch Chief

??

??

??

??

Mail Stop 0305

January 19, 2005

Scott E. Kuechle
Vice President and Controller
Goodrich Corporation
Four Coliseum Centre
2730 West Tyvola Road
Charlotte, North Carolina 28217-4578

Re: Goodrich Corporation
2003 Annual Report

Dear Mr. Kuechle:

This letter supplements our letter dated January 12, 2005. We
have reviewed the below referenced correspondence and have the following comments. Our comments ask you to provide additional information so we may better understand your disclosure. Please be
as detailed as necessary in your explanation. We look forward to working with you in these respects and welcome any questions you may
have about any aspects of our review.

November 10, 2004 correspondence

Refer to prior comment 8
1. Explain why you capitalize the fixed contributions toward RR engine flight certification costs. These costs appear to be operating expenses that should be expensed as incurred.
2. Explain why Aerostructures follows contract accounting under SOP
81-1. Provide a complete analysis to support your use of SOP 81-1.
Clearly identify the significant terms of the RRSP contracts that justify your accounting.

* * * * *

Please file your response to our comments via EDGAR.
Understand that we may have additional comments after reviewing your
response. You may contact the undersigned at 202-942-1907 with any
questions.

Sincerely,

Michael Fay
Branch Chief

??

??

??

??

Mail Stop 0305

February 15, 2005

Scott E. Kuechle
Vice President and Controller
Goodrich Corporation
Four Coliseum Centre
2730 West Tyvola Road
Charlotte, North Carolina 28217-4578

Re: Goodrich Corporation
2003 Annual Report

Dear Mr. Kuechle:

We have reviewed the below referenced correspondence and have the following comments. In our comments, we ask you to provide additional information so we may better understand your accounting. Please be as detailed as necessary in your explanation. We look forward to working with you in these respects and welcome any questions you may have about any aspects of our review.

February 4, 2005 Correspondence

Refer to prior comment 1

1. Please further explain to us why your accounting for flight certification and other similarly capitalized costs is appropriate. In this regard, we believe your reference to EITF 01-9 and Goodrich as a hardware supplier may be inappropriate since Rolls Royce is neither a customer nor an OEM in your situation, but a partner in a revenue program. While the initial costs to enter the program may be properly capitalized, it appears inappropriate for you to capitalize subsequently incurred operating costs that have been specifically identified and allocated to Goodrich as part of a revenue program.

Refer to prior comment 2

2. Please further explain to us why your application of SOP 81-1 to the Trent 900 RSRP and other similarly situated contracts is appropriate. Paragraph .12 of SOP 81-1 states that it covers contracts between "buyers and sellers." We note that the November 2001 TRENT 900 RSRP contract is between you and Rolls Royce. Since Rolls Royce is your partner in a revenue program, and not a buyer, it is unclear why your application of SOP 81-1 is appropriate.
3. Please explain why your contract with Rolls Royce is not of the type described in the first bullet point of paragraph .14 of SOP 81-1.

* * * * *

Please file your response to our comments via EDGAR. Understand that we may have additional comments after reviewing your response. You may contact the undersigned at 202-942-1907 with any questions.

Sincerely,

Michael Fay
Branch Chief

??

??

??

??

Goodrich Corporation
February 15, 2005

Mail Stop 3561

March 27, 2006

Via U.S. Mail

Mr. Marshall O. Larsen
Chief Executive Officer
Goodrich Corporation
Four Coliseum Centre
2730 West Tyvola Road
Charlotte, North Carolina 28217

RE: Goodrich Corporation
Form 10-K for the year ended December 31, 2005
Filed March 22, 2006
File No. 001-00892

Dear Mr. Larsen:

We have reviewed your filings and have the following comments.
Where
indicated, we think you should revise your document in future
filings
in response to these comments. If you disagree, we will consider
your explanation as to why our comments are inapplicable or a
revision is unnecessary. Please be as detailed as necessary in
your
explanation. In some of our comments, we may ask you to provide
us
with information so we may better understand your disclosure.
After
reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to
assist
you in your compliance with the applicable disclosure requirements
and to enhance the overall disclosure in your filings. We look
forward to working with you in these respects. We welcome any
questions you may have about our comments or on any other aspect
of
our review. Feel free to call us at the telephone numbers listed
at
the end of this letter.

Annual Report on Form 10-K for the year ended December 31, 2005

Management`s Discussion and Analysis of Financial Condition and
Results of Operations, page 24
2005 Summary Performance, page 27

1. Please provide further details concerning the reserves related
to
the A380 actuation system. Specifically provide amounts for each
charge including the obsolete inventory, supplier claims, impaired
assets and tell us where these are reported in your financial
statements. Please include journal entries recorded in your
response. We may have further comments.

Results of Operations, page 29
Partial Settlement with Northrop Grumman, page 30

2. Please explain the partial settlement agreed to with Northrop
Grumman. Specifically identify liabilities you assumed, any
liabilities you expect to incur above those assumed, amounts still

under dispute with Northrop Grumman and other relevant
liabilities,
receivables, and charges incurred relating to the settlement.
Please
include journal entries recorded in your response and fully
explain
the nature of the dispute and when final resolution of all matters
with Northrop is expected, including settlement of liabilities
assumed. We may have further comments.

Year Ended December 31, 2005 Compared with Year Ended December 31,
2004, page 31

3. In future filings, where changes in revenue and expense amounts
are related to several factors, each significant factor should be
separately quantified and discussed. For example, please quantify
and discuss each of the factors contributing to the decrease in
general and administrative costs listed on page 31, the tax
litigation costs, information technology costs, and incentive
compensation costs.

Notes to Consolidated Financial Statements, page 73
Note 1. Significant Accounting Policies, page 73
Inventories, page 73

4. Please provide further details on pre-production costs
capitalized
to inventory. Explain the nature of the costs and the literature
that supports your accounting treatment. We may have further
comments.
Participation Payments, page 75
Note 13. Other Assets, page 92

5. We note from your disclosure in Note 13 that the balance of
participation payments increased from $23.8 million at December
31,
2004 to $118.1 million at December 31, 2005. You also disclose in
Note 13 that the increase is primarily due to contracts for
aircraft
component delivery programs. We further note that these payments
are
made to OEMs to obtain a secured position on aircraft programs and
are made under contractual agreements. In this regard, please
tell
us the nature of the program in appropriate detail. Discuss why
it
is appropriate to capitalize these payments and the accounting
literature upon which you relied. Address in your response
whether
the participation payment amounts disclosed in Note 13 reflect for
each period presented, the full amount of participation payments
that
will be made over 10 years. Also advise us of your rationale
supporting your amortization method. Please revise your
disclosure
in future filings to fully explain the nature of these contracts
and
the related impact on your financial statements. Please include
your
proposed disclosure in your response. We may have further
comments
after reviewing your response.

Note 24. Stock-Based Compensation, page 123
Performance Units, page 126

6. Please clarify your policy for recognizing compensation expense
on
the issuance of performance units. We note that you currently
recognize the expense as the performance criteria are met. Tell
us
if you consider the probability of the performance condition being
met and recognize compensation expense accordingly. Please refer

to
the guidance in SFAS 123 and SFAS 123R and advise.

*   *   *   *

As appropriate, please respond to these comments within 10 business days or tell us when you will provide us with a response. Please furnish a cover letter that keys your responses to our comments and provides any requested information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include all information required under the Securities Exchange Act of 1934 and they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company`s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

* the company is responsible for the adequacy and accuracy of the disclosure in the filings;

* staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and

* the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

You may contact Heather Tress at (202) 551-3624 or Katherine Mathis at (202) 551-3383 if you have questions.

Sincerely,

Linda Cvrkel
Branch Chief

??

??

??

??

Mr. Marshall O. Larsen
Goodrich Corporation
March 27, 2006

Page 1

Mail Stop 3561

April 19, 2006

Via U.S. Mail

Mr. Marshall O. Larsen
Chief Executive Officer
Goodrich Corporation
Four Coliseum Centre
2730 West Tyvola Road
Charlotte, North Carolina 28217

RE: Goodrich Corporation
Form 10-K for the year ended December 31, 2005
Filed March 22, 2006
File No. 001-00892

Dear Mr. Larsen:

We have completed our review of your Form 10-K and related filings and do not, at this time, have any further comments.

Sincerely,

Linda Cvrkel
Branch Chief

Mail Stop 3561

August 10, 2006

Sally L. Geib
Vice President
Four Coliseum Centre
2730 West Tyvola Road
Charlotte, North Carolina 28217

Re: Goodrich Corporation
Registration Statement on Form S-4
Filed August 9, 2006
File No. 333-136437

Dear Ms. Geib:

This is to advise you that no review of the above registration statement has been or will be made. All persons who are by statute responsible for the adequacy and accuracy of the registration statement are urged to be certain that all information required under the Securities Act of 1933 has been included.

You are also reminded to consider applicable requirements regarding distribution of the preliminary prospectus.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in your filing to be certain that they have provided all information investors require for an informed decision. Since the company and its management are in possession of all facts relating to a company`s disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In the event the company requests acceleration of the effective date of the pending registration statement, it should furnish a letter, at the time of such request, acknowledging that:

* should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;

* the action of the Commission or the staff, acting pursuant to delegated authority, in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and

* the company may not assert the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the

Division of Corporation Finance in connection with your filing.

We will consider a written request for acceleration of the effective date of the registration statement as a confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. We will act on the request and, pursuant to delegated authority, grant acceleration of the effective date.

If you have any questions, please call Rolaine S. Bancroft at (202) 551-3313.

Sincerely,

Max A. Webb
Assistant Director