GOODRICH CORP
Form S-4/A
March 22, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 22, 2002

REGISTRATION NO. 333-82800

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1

TO

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GOODRICH CORPORATION
(Exact name of Registrant as Specified in its Charter)

NEW YORK	3728	34-0252680
(State or other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

FOUR COLISEUM CENTRE
2730 WEST TYVOLA ROAD
CHARLOTTE, NORTH CAROLINA 28217
(704) 423-7000
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

KENNETH L. WAGNER
SENIOR COUNSEL AND ASSISTANT SECRETARY
GOODRICH CORPORATION
FOUR COLISEUM CENTRE
2730 WEST TYVOLA ROAD
CHARLOTTE, NORTH CAROLINA 28217
(704) 423-7000
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

WITH COPIES TO:

ELLIOTT V. STEIN, ESQ.
WACHTELL, LIPTON, ROSEN & KATZ
51 WEST 52(ND) STREET
NEW YORK, NEW YORK 10019
(212) 403-1000

DAVID LOPEZ, ESQ.
CLEARY, GOTTLIEB, STEEN & HAMILTON
ONE LIBERTY PLAZA
NEW YORK, NEW YORK 10006
(212) 225-2000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this registration statement becomes effective and all other conditions to the exchange offer described in the enclosed prospectus have been satisfied or waived.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. [ ]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1, 2)	AMOUNT O
Goodrich Corporation 7 1/2% Notes due 2008...........	$300,000,000	$290,682,000	$

(1) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(f) of the Securities Act based on the outstanding principal amount of the old Coltec notes, $300,000,000, multiplied by the average of the bid and ask market price for the old Coltec notes on February 13, 2002 represented as a percentage of par (96.894%).
(2) Exclusive of accrued interest, if any.

(3) Calculated by multiplying 0.000092 by the proposed maximum aggregate offering price. This fee was paid by the registrant on February 14, 2002.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR

DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT, OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION, DATED MARCH 22, 2002

PROSPECTUS

(GOODRICH LOGO)

GOODRICH CORPORATION

$300,000,000
OFFER TO EXCHANGE ITS NEW 7 1/2% NOTES DUE 2008
FOR
7 1/2% SERIES B SENIOR NOTES DUE 2008 OF
COLTEC INDUSTRIES INC

This is an offer to exchange the outstanding 7 1/2% Series B Senior Notes due 2008 of Coltec Industries Inc (which we refer to in this document as the "old Coltec notes") for 7 1/2% Notes due 2008 of Goodrich Corporation (which we refer to in this document as the "new Goodrich notes"). The interest rate, term, payment dates, and redemption provisions of the new Goodrich notes will be substantially identical to those of the old Coltec notes. See "Comparison of Terms of Notes" beginning on page 67 for a description of the material differences between the terms of the old Coltec notes and the new Goodrich notes. This offer will expire at 5:00 p.m., New York City time, on   , 2002 unless we extend it. We refer to this date and time in this prospectus, if and as it is extended, as the "expiration date."

We are making the exchange offer in connection with the spin-off of 100% of the common stock of EnPro Industries, Inc. ("EnPro"). Coltec Industries Inc will be a wholly owned subsidiary of EnPro following the spin-off. We expect the exchange offer to be completed approximately two weeks prior to the spin-off. The new Goodrich notes will not be listed on any national securities exchange.

The new Goodrich notes will be governed by the Indenture dated May 1, 1991 between Goodrich Corporation and The Bank of New York, as the successor to Harris Trust and Savings Bank (we refer to the Indenture as the "Goodrich indenture"). Goodrich may redeem all or part of the new Goodrich notes at any time at a redemption price equal to the greater of (i) 100% of the principal amount and (ii) the sum of the present value of the remaining scheduled payments of principal and interest from the redemption date to the maturity date, discounted to the redemption date on a semiannual basis at a treasury rate specified in the new Goodrich notes plus 37.5 basis points, plus accrued interest to the date of redemption. The new Goodrich notes will be unsecured and rank equally with all of our existing and future unsecured senior debt.

SEE "RISK FACTORS" BEGINNING ON PAGE 9 FOR A DISCUSSION OF IMPORTANT FACTORS THAT HOLDERS OF OLD COLTEC NOTES SHOULD CONSIDER IN CONNECTION WITH THE EXCHANGE OFFER AND AN INVESTMENT IN THE NEW GOODRICH NOTES.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the new Goodrich notes or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense. We are not making or soliciting an offer to exchange notes in any jurisdiction where the offer is not permitted.

The Dealer-Manager for the Exchange Offer is

SALOMON SMITH BARNEY

, 2002

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WHERE YOU CAN FIND MORE INFORMATION

We have filed with the SEC a registration statement on Form S-4 under the Securities Act of 1933, as amended, relating to the exchange offer that includes important business and financial information about us that is not included in or delivered with this prospectus. This prospectus does not contain all of the information included in the registration statement. This information is available from us without charge to holders of the old Coltec notes as specified below. Any statement made in this prospectus concerning the contents of any contract, agreement or other document is qualified in its entirety by reference to that contract, agreement or document. If we have filed any of those contracts, agreements or other documents as an exhibit to the registration statement, you should read the exhibit for a more complete understanding of the document or matter involved. Following the exchange offer, we will continue to file periodic reports and other information with the SEC under the Securities Exchange Act of 1934, as amended.

Information that we file with the SEC after the date of this prospectus will automatically supersede the information in this prospectus and any earlier filed information incorporated by reference in this prospectus. We are also incorporating by reference in this prospectus any future filings made with the SEC under sections 13(a), 13(e), 14, or 15(d) of the Exchange Act until the termination of the exchange offer.

You may read and copy the registration statement, including the attached exhibits, and any reports, statements or other information that we file at the SEC's headquarters located at 450 Fifth Street, N.W., Washington, D.C. 20549.

You may also obtain copies of our SEC filings by mail from the Office of Investor Education and Assistance of the SEC at 450 Fifth Street, N.W., Washington, D.C. 20549 or by telephone at 800/SEC-0330. You may obtain information on the operation of the Office of Investor Education and Assistance by calling the SEC at 800/SEC-0330. Our SEC filings will also be available to the public from commercial document retrieval services and at the SEC's Internet site (http://www.sec.gov).

You may request a copy of any of our filings with the SEC, or any of the agreements or other documents that are exhibits to those filings, at no cost, by writing or telephoning us at the following address or phone number:

Goodrich Corporation
2730 West Tyvola Road
Charlotte, North Carolina 28217
(704) 423-7000
Attention: Investor Relations

TO OBTAIN TIMELY DELIVERY OF ANY OF OUR FILINGS, AGREEMENTS OR OTHER DOCUMENTS, YOU MUST MAKE YOUR REQUEST TO US NO LATER THAN FIVE BUSINESS DAYS BEFORE THE EXPIRATION DATE OF THE EXCHANGE OFFER.

You should rely only on the information provided or incorporated by reference in this prospectus and the registration statement. No person has been authorized to provide you with different information. The information in this prospectus is accurate as of the date on the front cover. You should not assume that the information contained in this prospectus is accurate as of any other date.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to "incorporate by reference" the information we file with them into this prospectus, which means that:

- incorporated documents are considered part of this prospectus; and

- we can disclose to you important business and financial information about us, which is not included in or delivered with this prospectus, by referring you to those other documents.

We incorporate by reference into this prospectus the documents listed below, as amended and supplemented, and all documents filed by us with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and prior to the date on which the exchange offer is completed:

- our Annual Report on Form 10-K for the year ended December 31, 2001; and

- our Proxy Statement for our Annual Meeting of Shareholders that was filed with the SEC on March 12, 2002.

You can obtain any of the filings incorporated by reference into this document through us or from the SEC through the SEC's web site or at the addresses listed above under "Where You Can Find More Information."

FORWARD-LOOKING STATEMENTS

This prospectus contains or incorporates by reference forward-looking statements. In particular, the statements about Goodrich's and Coltec's plans, strategies and prospects under the headings "Prospectus Summary," "Information About Coltec -- Management's Discussion and Analysis of Financial Condition and Results of Operations" and "-- Industry and Business of Coltec After the Spin-Off," and in the unaudited pro forma consolidated financial statements included in this prospectus and the related notes are forward-looking statements. Although we believe that our plans, intentions and expectations reflected in or suggested by those forward-looking statements are reasonable, we cannot assure you that those plans, intentions or expectations will be achieved. These forward-looking statements are subject to risks, uncertainties and assumptions about us. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this prospectus are described in this prospectus, including under the headings:

- "Risk Factors;"

- "Management's Discussion and Analysis of Financial Condition and Results of Operations;" and

- "Business."

All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements and risk factors contained throughout this prospectus.

PROSPECTUS SUMMARY

This summary highlights some of the information described in greater detail in other parts of this prospectus and may not contain all of the information that is important to you. Before making an investment decision, you should read this entire prospectus, including "Risk Factors" and the financial statements (including the related notes to the financial statements) that we have included.

Unless the context otherwise requires, the terms "we," "our," "us" and "Goodrich" refer to Goodrich Corporation, and the term "Coltec" refers to Coltec Industries Inc. The term "spin-off" refers to those transactions described under "The Spin-Off." When we refer to "pro forma" financial results, we mean the financial results of the subject company and its subsidiaries on a consolidated basis as if the spin-off had occurred at the beginning of the relevant time period. See "Goodrich Corporation Unaudited Pro Forma Consolidated Financial Statements" and "Coltec Industries Inc Unaudited Pro Forma Consolidated Financial Statements."

THE COMPANIES

GOODRICH

We are a leading worldwide supplier of aerospace components, systems and services serving the commercial, military, regional, business and general aviation markets. Until the spin-off we will also be a leading provider of engineered industrial products for the processing and general manufacturing industries.

Our continuing operations are classified into four reportable business segments: Aerostructures and Aviation Technical Services, Landing Systems, Engine and Safety Systems, and Electronic Systems.

Aerostructures and Aviation Technical Services: Aerostructures is a leading supplier of nacelles, pylons, thrust reversers and related aircraft engine housing components. The aviation technical sales division performs comprehensive total aircraft maintenance, repair, overhaul and modification for many commercial airlines, independent operations, 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 sensors, landing gear, certain brake controls and wheels and brakes.

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 disks, 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 sensor 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.

Our business is conducted on a global basis with manufacturing, service and sales undertaken in various locations throughout the world. Our principal executive offices are located at Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina 28217 and our main phone number is (704) 423-7000.

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COLTEC

When the spin-off is complete, Coltec will be a wholly-owned subsidiary of EnPro, and the assets of EnPro will consist primarily of its equity interest in Coltec and, potentially, its ownership of a portion of the old Coltec notes. See "Use of Proceeds" at page 28. Coltec's business will consist of the historical sealing and engineered industrial products businesses of Coltec, including Glacier (which is described in more detail below). Coltec will manage its operations in two business segments. The following description of Coltec is on a pro forma basis, giving effect to the spin-off and related transactions.

Coltec is a leader in the design, development, manufacturing and marketing of proprietary engineered industrial products, including sealing products, self-lubricating, non-rolling metal polymer bearing products, air compressor systems and vacuum pumps and heavy-duty diesel and natural gas engines. Coltec also designs, manufactures and sells engineered industrial products such as polytetrafluoroethylene, or PTFE, products and specialized tooling. Coltec has 33 primary manufacturing facilities located in nine countries in the Americas, Europe and Australia. Coltec sells its products through approximately 2,600 independent agents and distributors worldwide and has over 200 internal sales managers and representatives. These sales managers and representatives are complemented by teams of highly experienced engineers. In 2001 on a pro forma basis, Coltec had revenues of $696.4 million, operating income of $54.0 million and net income of $0.9 million.

Coltec sells its products to more than 60,000 customers worldwide and is diversified both by industry served and geographically. In 2001, no single customer accounted for more than 2% of its revenues. Coltec management estimates that its percentage of revenues by industry in 2001 were as follows: general industrial 43%, automotive and heavy-duty vehicle 18%, chemical and petrochemical 17%, utility 9%, marine 7%, other transportation 4% and other industries 2%. Management estimates that its percentage of revenues by geographic region in 2001 were as follows: United States 70%, Canada 7%, Europe 14% and the rest of the world 9%. Coltec's management estimates that it derived approximately 62% of Coltec's revenues in 2001 from its aftermarket, or parts and services, sales.

In September 2001, Coltec acquired the Glacier industrial metal polymer bearing business from Dana Corporation. The acquisition of Glacier, in combination with Coltec's existing bearing business, created the largest manufacturer of self-lubricating, non-rolling, metal polymer bearings in the world. The combined company is now operating as Glacier Garlock Bearings. Coltec believes that the combination of these businesses will enable Coltec to serve worldwide customers more effectively and create economies of scale in research and development and in marketing. With the acquisition of Glacier, Coltec added manufacturing facilities in Annecy and Dieuze, France; Heilbronn, Germany; Kilmarnock, U.K.; Dolny Kubin, Slovakia; and Sao Paulo, Brazil. In addition, Coltec acquired extensive sales and marketing resources in Europe and South America. The combined companies will operate research and development facilities in Thorofare, New Jersey and Annecy, France.

The principal executive offices of Coltec are located at c/o Goodrich Corporation, Four Coliseum Centre, 2730 West Tyvola Road, Charlotte, North Carolina 28217 and Coltec's main phone number is (704) 423-7000.

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THE EXCHANGE OFFER

THE EXCHANGE OFFER............	We are offering to exchange an aggregate principal amount of up to $300,000,000 of the new Goodrich notes for a like principal amount of the old Coltec notes. We will issue the new Goodrich notes on or promptly after the exchange date. As of the date of this prospectus, $300,000,000 aggregate principal amount of the old Coltec notes is outstanding. The interest rate, term, payment dates, and redemption provisions of the new Goodrich notes will be substantially identical to those of the old Coltec notes. The new Goodrich notes will not include those terms of the old Coltec notes that are no longer applicable. For example, the new Goodrich notes will not contain terms with respect to collateral or subsidiary guarantees. The new Goodrich notes will be issued under the Goodrich indenture. See "The Exchange Offer." A description of the differences between the terms of the new Goodrich notes and the old Coltec notes is set forth below in "Comparison of Terms of Notes."
EXPIRATION DATE...............	The exchange offer will expire at 5:00 p.m., New York City time, on , 2002 unless extended by us in our sole discretion. See "The Exchange Offer -- Expiration Date; Extensions; Amendments."
EXCHANGE DATE.................	The date of acceptance for exchange of the old Coltec notes and the completion of the exchange offer will be the first business day following the expiration date (we refer to this date as the "exchange date"). See "The Exchange Offer -- Terms of the Exchange."
WITHDRAWAL RIGHTS............	Tenders may be withdrawn at any time prior to

5:00 p.m., New York City time, on the expiration date; otherwise, all tenders will be irrevocable. See "The Exchange Offer -- Withdrawal of Tenders."

CONDITIONS OF THE EXCHANGE OFFER........................	The exchange offer is subject to conditions, such as the absence of court and governmental action prohibiting the exchange offer and of changes in general market conditions or our business that, in our judgment, are or may be materially adverse to us. We may also amend or terminate the exchange offer if we determine, in our reasonable judgment, that it would not be advantageous for Goodrich to complete the spin-off. See "The Exchange Offer -- Conditions to the Exchange Offer."
PROCEDURES FOR TENDERING OLD COLTEC NOTES..................	See "The Exchange Offer -- Procedures for Tendering."
TAXATION......................	The exchange of the old Coltec notes for the new Goodrich notes pursuant to the exchange offer will be a taxable exchange for United States federal income tax purposes. See "United States Federal Income Tax Considerations."
REMAINING OLD COLTEC NOTES....	If you do not tender your old Coltec notes in the exchange offer or if your old Coltec notes are not accepted for exchange you will continue to hold your old Coltec notes.

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In general, we will not accept for exchange old Coltec notes that have been tendered if:

- the old Coltec notes were not validly tendered pursuant to the procedures for tendering; see "The Exchange Offer -- Procedures for Tendering;"

- we determine, in our reasonable discretion, that any of the conditions to the exchange offer have not been satisfied; see "The Exchange Offer -- Conditions to the Exchange Offer;"

- a holder has validly withdrawn a tender of old Coltec notes as described under "The Exchange Offer -- Withdrawal of Tenders;" or

- we have, in our reasonable judgment, delayed or terminated the exchange offer; see "The Exchange Offer -- Expiration Date; Extension; Amendments."

To the extent that the old Coltec notes are acquired in the exchange offer, the trading market, if any, for remaining old Coltec notes

	could be adversely affected (including, among other things, a decline in trading activity). See "Risk Factors -- Risks Related to Not Tendering in the Exchange Offer." The old Coltec notes which are not tendered for exchange or are tendered but not accepted in connection with the exchange offer will remain outstanding and be entitled to the benefits of the old Coltec notes indenture. The old Coltec notes are not, and will not be, guaranteed by Goodrich.
APPROVALS....................	No vote of our shareholders is required to complete the exchange offer. We are not aware of any material license or regulatory permit that might be adversely affected by the completion of the exchange offer or of any approval or other action by any government or governmental, administrative or regulatory authority or agency that would be required for the completion of the exchange offer.
EXCHANGE AGENT................	The exchange agent with respect to the exchange offer is The Bank of New York. The address and telephone number of the exchange agent are stated in "The Exchange Offer -- Exchange Agent."
USE OF PROCEEDS...............	There will be no proceeds to us from the exchange pursuant to the exchange offer. See "Use of Proceeds."

DESCRIPTION OF NEW GOODRICH NOTES

The new Goodrich notes will have substantially the same interest rate, term, payment dates, and redemption provisions as the old Coltec notes. The terms of the new Goodrich notes include the following:

ISSUER.......................	Goodrich
SECURITIES OFFERED............	$300.0 million aggregate principal amount of 7 1/2% Notes due 2008 of Goodrich.
MATURITY DATE................	April 15, 2008
INTEREST AND PAYMENT DATES....	April 15 and October 15 of each year. Except as described below, interest on the new Goodrich notes will accrue from the last interest payment date on which interest was paid on the old Coltec notes surrendered in exchange. Holders of old Coltec notes whose old Coltec notes are accepted for exchange will not receive any payment in respect of interest on those old Coltec notes otherwise payable on any interest payment date the record date for which occurs on or after completion of the exchange offer. If the exchange offer is completed after a record date for the payment of interest on the old Coltec notes and before the payment

date associated with that record date, then the interest payable with respect to the first interest payment date after the completion of the exchange offer will be paid to the person in whose name the old Coltec note was registered on that record date. See "Description of the New Goodrich Notes."

OPTIONAL REDEMPTION.......... The new Goodrich notes are redeemable, in whole or in part, at any time and from time to time, at the option of Goodrich, at a redemption price equal to the greater of (i) 100% of the principal amount of such new Goodrich notes and (ii) the sum of the present value of the remaining scheduled payments of principal and interest from the redemption date to the maturity date, discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at a specified treasury rate plus 37.5 basis points, plus accrued interest thereon to the date of redemption.

RANKING...................... The new Goodrich notes are senior unsecured obligations of Goodrich and will rank pari passu in right of payment with all existing and future senior unsecured obligations of Goodrich and will rank senior in right of payment to all subordinated obligations of Goodrich. As of December 31, 2001, on a pro forma basis after giving effect to the spin-off, Goodrich would have had approximately $906 million of other senior indebtedness (which includes a $7 million adjustment increasing certain debt instruments that are hedged through the use of an interest rate swap agreement). The new Goodrich notes will effectively rank junior to any of our and our subsidiaries' secured indebtedness to the extent of the value of the assets providing the security, and will also be structurally subordinated to the unsecured obligations of our subsidiaries with regard to competing claims to the assets of our subsidiaries. As of December 31, 2001, on a pro forma basis after giving effect to the spin-off, Goodrich and our subsidiaries would have had approximately

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$82 million of secured indebtedness, and our subsidiaries would have had approximately $25 million of unsecured indebtedness. The Goodrich indenture does not contain any limitation on the incurrence of additional indebtedness by Goodrich or by any subsidiary of Goodrich.

GUARANTEES....................	The old Coltec notes were originally guaranteed by certain subsidiaries of Coltec. Under the terms of the indenture governing the old Coltec notes, these subsidiary guarantees have ceased. The old Coltec notes are not guaranteed by Goodrich. There will be no guarantees for the new Goodrich notes.
RESTRICTIVE COVENANTS.........	The Goodrich indenture contains covenants that limit (i) the granting of additional liens without securing the new Goodrich notes equally and ratably and (ii) the entering into of sale and leaseback transactions. However, these limitations are subject to a number of important exceptions. See "Description of the New Goodrich Notes -- Certain Covenants."

YOU SHOULD REFER TO THE SECTION ENTITLED "RISK FACTORS" FOR AN EXPLANATION OF THE RISKS OF INVESTING IN THE NEW GOODRICH NOTES.

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SELECTED HISTORICAL AND UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

We are providing the following selected financial data and unaudited pro forma consolidated financial data, which reflect the spin-off, to help you in analyzing the financial aspects of the exchange offer. This information is only a summary and you should read it in conjunction with the historical financial statements (and related notes) contained in the reports that Goodrich has filed with the SEC. See "Where You Can Find More Information" on page ii.

GOODRICH CORPORATION SELECTED HISTORICAL FINANCIAL DATA

The selected historical financial information of Goodrich as of December 31, 2001 and 2000 and for each of the three years ended December 31, 2001, has been derived from, and should be read together with, Goodrich's audited consolidated financial statements and the related notes, which are incorporated by reference into this prospectus. The selected historical financial information as of December 31, 1999 and for the year ended December 31, 1998 has been derived from, and should be read together with, Goodrich's audited consolidated financial statements, which have not been included in or incorporated by reference into this prospectus. The selected historical financial information as of December 31, 1998 and 1997 and for the year ended December 31, 1997 has been derived from Goodrich's unaudited consolidated financial statements, which have not been included in or incorporated by reference into this prospectus.

	YEAR ENDED DECEMBER 31,				
	2001	2000	1999	1998	19
	(DOLLARS IN MILLIONS, EXCEPT PER SHARE AMOUNTS				
STATEMENT OF INCOME DATA:(1)					
Sales.......................................	$4,184.5	$3,700.5	$3,646.2	$3,510.3	$3,0
Operating income............................	384.6	489.7	274.1	440.6	1

Income from continuing operations.............	176.9	235.2	85.9	213.3	
BALANCE SHEET DATA:(1)					
Total assets..................................	$4,638.1	$5,138.9	$4,622.6	$4,415.8	$3,9
Total debt....................................	1,426.4	2,236.2	1,741.9	1,704.2	1,4
Mandatorily redeemable preferred securities of trusts.....................................	125.0	124.5	124.0	123.6	1
Total shareholders' equity....................	1,361.4	1,228.5	1,295.6	1,238.9	9
DILUTED EARNINGS PER SHARE OF COMMON STOCK:(1)					
Income from continuing operations.............	$ 1.65	$ 2.16	$ 0.76	$ 1.87	$

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(1) Except as otherwise indicated, the historical amounts presented above reflect the Company's Performance Materials and Engineered Industrial Products businesses as discontinued operations.

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GOODRICH CORPORATION SELECTED UNAUDITED PRO FORMA FINANCIAL DATA

This table presents summary unaudited pro forma consolidated financial information for Goodrich derived from our unaudited pro forma consolidated financial statements for the year ended December 31, 2001 which are included in this prospectus. The summary unaudited pro forma consolidated income statement gives effect to the spin-off as if it had occurred on January 1, 2001. The summary unaudited pro forma consolidated balance sheet gives effect to the spin-off as if it had occurred on December 31, 2001. In both cases the pro forma calculations assume that the exchange offer has been fully subscribed. The summary unaudited pro forma consolidated financial information does not purport to represent what our consolidated results of operations would have been had the spin-off in fact occurred on these dates and does not project our consolidated financial position or consolidated results of operations for the current year or any future period. It is important that you read the unaudited pro forma consolidated financial statements of Goodrich and the accompanying notes included in this prospectus. See "Goodrich Corporation Unaudited Pro Forma Consolidated Financial Statements," starting on page 29.

	PRO FORMA YEAR ENDED DECEMBER 31, 2001
	(DOLLARS IN MILLIONS, EXCEPT PER SHARE AMOUNTS)
STATEMENT OF INCOME DATA:	
Sales...	$4,184.5
Operating income..	384.6
Income from continuing operations.......................	176.9
BALANCE SHEET DATA:	
Total assets..	$4,353.6
Total debt..	1,426.4

Mandatorily redeemable preferred securities of trusts.......	125.0
Total shareholders' equity.................................	1,076.9
DILUTED EARNINGS PER SHARE DATA:	
Continuing operations......................................	$ 1.70
Net income...	$ 2.58

RATIO OF EARNINGS TO FIXED CHARGES

For these ratios, "earnings" consists of income from continuing operations before income taxes, fixed charges (excluding capitalized interest and distributions on quarterly income preferred securities), amortization of previously capitalized interest and undistributed earnings (losses) of affiliated companies which are accounted for on the equity method. For this purpose, "fixed charges" consists of (1) interest on all indebtedness (including capitalized interest and interest costs on company-owned life insurance policies), (2) amortization of debt discount or premium, (3) an interest factor attributable to rentals and (4) distributions on quarterly income preferred securities.

The ratio of earnings to fixed charges for Goodrich for each of the following periods indicated is as follows:

	YEAR ENDED DECEMBER 31,				
	2001	2000	1999	1998	1997
RATIO OF EARNINGS TO FIXED CHARGES.................	2.60	2.72	1.91	2.78	1.77

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RISK FACTORS

BEFORE YOU INVEST IN THE NEW GOODRICH NOTES, YOU SHOULD BE AWARE THAT AN INVESTMENT IN THE NEW GOODRICH NOTES INVOLVES VARIOUS RISKS, INCLUDING THOSE DESCRIBED IN THIS SECTION. YOU SHOULD CAREFULLY CONSIDER THESE RISK FACTORS, TOGETHER WITH THE OTHER INFORMATION IN THIS PROSPECTUS, BEFORE DECIDING TO EXCHANGE THE OLD COLTEC NOTES.

RISKS RELATED TO GOODRICH

THE MARKETS WE SERVE ARE CYCLICAL AND SENSITIVE TO DOMESTIC AND FOREIGN ECONOMIC CONSIDERATIONS, WHICH COULD HARM 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 original equipment manufacturers ("OEMs") have experienced downturns during periods of slowdowns in the commercial airline industry and during periods of weak conditions in the economy generally, 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 harmed. If this economic downturn were to continue for an extended period or if conditions were to worsen, the negative impact on our business and financial results could be further exacerbated.

Further, the terrorist attacks of September 11, 2001 weakened the U.S. and world economies and a wide range of industries. Those terrorist attacks, the allied military response and subsequent developments may lead to future acts of terrorism, additional hostilities and financial, economic and political instability. While the precise effects of this instability on our industry and our business is difficult to determine, it may harm our business, financial condition, profitability and cash flows.

CURRENT CONDITIONS IN THE AIRLINE INDUSTRY COULD HARM OUR BUSINESS AND FINANCIAL RESULTS.

The downturn in the commercial air transport market, exacerbated by the terrorist attacks of September 11, has adversely affected the financial condition of many of our commercial airline customers. Many of our airline customers have announced reductions in their aircraft fleet sizes, resulting in decreased aftermarket demand for many of our products. In addition, many of our airline customers have requested extended payment terms or reduced pricing. We have been evaluating these requests on a case-by-case basis. To the extent extended payment terms are granted to customers, it may negatively affect our future cash flow. We perform ongoing credit evaluations on the financial condition of all of our customers and maintain reserves for uncollectible accounts receivable based upon expected collectibility. Although we believe that our reserves are adequate, we are not able to predict with certainty the changes in the financial stability of these customers. Any material change in the financial status of any one or group of customers could materially harm our financial condition, results of operations, or cash flows.

A SIGNIFICANT DECLINE IN BUSINESS WITH BOEING OR AIRBUS COULD HARM OUR BUSINESS AND FINANCIAL RESULTS.

Approximately 23% and 13% of our sales for the year ended December 31, 2001 were made to Boeing and its designated subcontractors, and Airbus and its designated subcontractors, respectively. Accordingly, a significant reduction in purchases by either of these customers could materially impair our profitability and weaken our financial condition. Boeing and Airbus have both announced that new commercial aircraft deliveries for 2002 will be lower than 2001 as a result of reduced demand. We expect that this reduction in commercial aircraft deliveries by Boeing and Airbus will harm our results of operations and cash flows.

DEMAND FOR OUR DEFENSE- AND SPACE-RELATED PRODUCTS BUDGETS IS DEPENDENT ON GOVERNMENT SPENDING.

Approximately 20% of our net sales for the year ended December 31, 2001 were derived from the defense and space industry. The defense and space industry is largely dependent upon government budgets, particularly the U.S. defense budget. We cannot assure you that new military aircraft programs will enter full-scale production as expected. A change in levels of defense spending could curtail prospects in our military business. A change in the level of anticipated new product development costs could negatively impact our business.

COMPETITIVE PRESSURES MAY HARM 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 us 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 than we do in areas in which we compete. As a result, in these areas some of our 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 HARM 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 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 hurt by consolidation among our competitors or customers.

WE MAY NOT ACHIEVE THE EXPECTED LEVEL OF COST SAVINGS FROM OUR CONSOLIDATION AND RESTRUCTURING ACTIONS.

During the fourth quarter of 2001, we announced that we were eliminating approximately 2,400 aerospace and corporate positions and consolidating various aerospace operations in order to align capacity with current customer demand. We cannot assure you that these consolidation and restructuring actions will prove successful or result in all of the cost savings that we currently anticipate within the time frame expected.

OUR ACQUISITION STRATEGY EXPOSES US TO RISKS, INCLUDING THE RISK THAT WE MAY NOT BE ABLE TO SUCCESSFULLY INTEGRATE ACQUIRED BUSINESSES.

We have a consistent strategy to grow, in part, by the acquisition of additional businesses in the aerospace industry and are continuously evaluating various acquisition opportunities. Our ability to grow by acquisition is dependent upon, among other factors, the availability of suitable acquisition candidates. Growth by acquisition involves risks that could harm our operating results, including difficulties in integrating the operations and personnel of acquired companies, the potential amortization of acquired intangible assets and the potential loss of key employees of acquired companies. We may not be able to complete acquisitions on satisfactory terms or, if any acquisitions are completed, satisfactorily integrate these acquired businesses.

THE AEROSPACE INDUSTRY IS HIGHLY REGULATED.

The aerospace industry is highly regulated in the United States by the Federal Aviation Administration, or FAA, and in other countries by similar agencies. We must be certified by the FAA and, in some cases, by individual original equipment manufacturers, or OEMs, in order to engineer and service parts 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 WHICH COULD HARM 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 materially harm our financial condition. We cannot assure you, however, that additional future developments, administrative actions or liabilities relating to environmental matters will not materially harm our profitability or cash flows in a given period.

ANY PRODUCT LIABILITY CLAIMS IN EXCESS OF INSURANCE MAY HARM 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 materially harm our financial condition.

OUR FACILITIES COULD BE DAMAGED BY CATASTROPHES WHICH COULD REDUCE OUR PRODUCTION CAPACITY AND RESULT IN A LOSS OF CUSTOMERS.

We have facilities in the U.S. and in foreign countries, which, by virtue of their geographical location are susceptible to earthquakes and other natural disasters. Although we carry property insurance, including earthquake insurance and business interruption insurance, our inability to meet customer schedules as a result of a catastrophe may result in a loss of customers or significant additional costs, such as penalty claims, under customer contracts.

IF COLTEC IS UNABLE TO MEET ITS OBLIGATIONS IN THE FUTURE, INCLUDING OBLIGATIONS TO ASBESTOS CLAIMANTS, COLTEC CREDITORS MAY SEEK TO RECOVER FROM GOODRICH.

After the spin-off is completed, 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 Coltec or its subsidiaries, even though the activities that led to those claims occurred prior to our ownership of Coltec. 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. Any such 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 is unable to meet its financial obligations. In addition, the distribution

agreement between EnPro and Goodrich that will be used to effectuate the spin-off will provide Goodrich with an indemnification from EnPro covering, among other things, these liabilities. We believe any such claims would be without merit and that Coltec will be 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.

SOME OF OUR OTHER DEBT RANKS AHEAD OF THE NEW GOODRICH NOTES IN RIGHT OF REPAYMENT.

The new Goodrich notes will be senior unsecured debt of Goodrich, and rank equally in right of payment with our other senior unsecured debt. The holders of our and our subsidiaries' secured debt will have a prior claim on the assets that secure their debt. Your right to payment under the new Goodrich notes will also be structurally subordinated to claims to the assets of our subsidiaries by holders of our subsidiaries' debt. As of December 31, 2001, on a pro forma basis after giving effect to the spin-off and assuming that we exchanged all of the outstanding old Coltec notes for new Goodrich notes, we and our subsidiaries would have had $82 million in secured debt, we would have had approximately $906 million in senior unsecured debt (which includes $7 million fair market value of an interest rate swap), and our subsidiaries would have had approximately $25 million in unsecured debt.

AN ACTIVE TRADING MARKET MAY NOT DEVELOP FOR THE NEW GOODRICH NOTES, AND YOU MAY NOT BE ABLE TO RESELL THE NEW GOODRICH NOTES.

The new Goodrich notes are new securities and no market exists where you can resell them. Although the dealer manager intends to make a market in the new Goodrich notes, it is not required to do so. In addition, even if the dealer-manager starts market making activities, it could stop these activities at any time without notice. As a result, your ability to resell your new Goodrich notes may be limited.

RISKS RELATED TO THE SPIN-OFF

FOLLOWING THE SPIN-OFF, GOODRICH AND COLTEC WILL NOT BE CONSOLIDATED FOR TAX PURPOSES AND GOODRICH'S RECOGNITION OF THE BENEFITS OF ANY TAX LOSSES MAY BE DELAYED.

Prior to the spin-off, we filed consolidated, combined and unitary tax returns for federal and many states' income taxes, which included the results of operations of Coltec. As a result of the spin-off, we will not be able to join with Coltec in any consolidated, combined, or unitary tax returns for taxable periods ending after the effective time of the spin-off. Consequently, for federal and state income tax purposes, taxable income or losses, and other tax attributes of Goodrich for taxable periods ending after the effective time of the spin-off generally cannot offset, or be offset by, taxable income or losses and other tax attributes of Coltec.

Additionally, the present Goodrich tax allocation policy requires Goodrich and Coltec to pay each other for tax benefits resulting from tax attributes which cannot be utilized currently by the group to which such attributes are attributable on a stand- alone basis but which can be utilized on a consolidated, combined, or unitary basis. After the spin-off, if we generate losses or other tax attributes, generally, we would benefit from those losses or other tax attributes only if and when we generated sufficient taxable income in future years to utilize those losses or other tax attributes on a stand-alone basis. Such a delay will affect cash flows, which may require reduction or postponement of capital expenditures or acquisitions.

THE SPIN-OFF MAY BECOME TAXABLE UNDER SECTION 355(E) OF THE INTERNAL REVENUE CODE IF 50% OR MORE OF GOODRICH'S SHARES OR ENPRO'S SHARES ARE ACQUIRED AS PART OF A PLAN.

The spin-off may become taxable to us pursuant to section 355(e) of the Internal Revenue Code if 50% or more of either our shares or EnPro's shares are acquired, directly or indirectly, as part of a plan or series of related transactions that include the spin-off. If section 355(e) applies, we would be required to pay a corporate tax based on the excess of the fair market value of the shares distributed over our tax basis for such shares. The amount of such tax would be materially greater if the spin-off were deemed to be a distribution of Coltec's shares. If an acquisition occurs which results in the spin-off being taxable under section 355(e), the tax sharing arrangements between Goodrich and EnPro (described in this prospectus in "Certain Relationships and Related Transactions -- Tax Matters Arrangements") will provide that the resulting corporate tax liability will be borne by the entity, either Goodrich or EnPro, with respect to which the acquisition has occurred.

WE MAY BECOME RESPONSIBLE FOR A CORPORATE TAX IF THE SPIN-OFF FAILS TO QUALIFY AS A TAX-FREE TRANSACTION.

To the extent that a breach of a representation or covenant results in corporate tax being imposed on us, EnPro will be responsible for the payment of the corporate tax. If the spin-off fails to qualify as a tax-free transaction through no fault of EnPro, the resulting corporate tax liability, if any, likely will be borne by us pursuant to the tax sharing arrangements between us and EnPro. See the discussion in "Certain Relationships and Related Transactions -- Tax Matters Arrangements".

RISKS RELATED TO NOT TENDERING IN THE EXCHANGE OFFER

If you choose not to exchange your old Coltec notes for new Goodrich notes you will continue to hold notes of Coltec. Such a continuing investment would involve various risks, including the following:

THE OLD COLTEC NOTES ARE EXPECTED TO BECOME LESS LIQUID.

Because we anticipate that most holders of the old Coltec notes will elect to exchange their old Coltec notes, we expect that the liquidity of the markets, if any, for any old Coltec notes remaining after the completion of the exchange offer may be substantially limited. Any old Coltec notes tendered and exchanged in the exchange offer will reduce the aggregate principal amount of the old Coltec notes outstanding.

COLTEC WILL BE A SUBSTANTIALLY SMALLER COMPANY FOLLOWING THE SPIN-OFF, WITH SUBSTANTIALLY LESS CASH FLOW AVAILABLE TO PAY DEBT SERVICE ON THE OLD COLTEC NOTES.

Prior to the spin-off, Coltec's aerospace business will assume all intercompany balances outstanding between Coltec and Goodrich and Coltec will then transfer to Goodrich by way of a dividend all of the assets, liabilities and operations of Coltec's aerospace business, including these assumed balances. As a result, the cash flow from the Coltec aerospace business will no longer be available to pay interest or principal on the old Coltec notes.

COLTEC MAY INCUR GREATER COSTS AS AN INDEPENDENT COMPANY THAN IT DID WHEN ITS BUSINESS WAS A PART OF GOODRICH.

Prior to the spin-off, Coltec took advantage of Goodrich's size and purchasing power in procuring certain goods, services such as insurance and health care benefits and technology such as computer software licenses. Coltec also relied on Goodrich to provide various corporate functions. As a subsidiary of EnPro, Coltec may be unable to obtain these goods, services and technology at prices and on terms as favorable to Coltec as those Coltec obtained prior to the spin-off, which could cause Coltec's profitability to decrease.

AS PART OF THE SPIN-OFF, COLTEC WILL RETAIN AND INCUR DEBT, WHICH WILL SUBJECT COLTEC TO VARIOUS RESTRICTIONS AND INCREASED INTEREST COSTS AND MAY AFFECT COLTEC'S PROFITABILITY. COLTEC MAY ALSO ELECT AND/OR NEED TO INCREASE ITS DEBT IN THE FUTURE, WHICH COULD LIMIT ITS ABILITY TO MEET ITS OBLIGATIONS UNDER THE OLD COLTEC NOTES.

Debt Retained or Incurred. Following the spin-off, some of Coltec's current debt obligations and convertible trust preferred securities will remain outstanding. In addition, Coltec may enter into a new revolving credit facility or secure the obligations of EnPro and its affiliates. We expect that the agreements relating to any revolving credit facility will impose limitations on Coltec's and EnPro's corporate activities. These limitations could impede Coltec's ability to respond to market conditions, address unanticipated capital investments and/or take advantage of business opportunities.

Increase in Coltec's Cost of Capital. Goodrich's debt is currently rated as investment grade. Coltec anticipates that both Coltec and EnPro will have a lower credit rating; therefore, Coltec expects to have a higher cost of capital for any debt it may incur in the future, which could decrease its profitability.

Ability to Increase Coltec's Debt and Raise Additional Capital. Coltec may elect and/or need to increase its debt or raise additional capital in the future. If Coltec's cash flow from operations is less than Coltec expects, or if cash requirements of Coltec's affiliates to pay asbestos claims are more than Coltec expects, Coltec may require more financing. However, debt or equity financing may not be available to Coltec on terms acceptable to Coltec, if at all. If Coltec incurs additional debt, the terms of the debt may give the holders rights, preferences and privileges senior to those of holders of the old Coltec notes, particularly in the event of a liquidation. The terms of the debt may also impose restrictions on Coltec's operations. Also, regardless of the terms of any subsequent debt or equity financing, Coltec may be limited in the amount of its stock that it can issue because the issuance of its stock may cause the spin-off to be a taxable event for Goodrich under Section 355(e) of the Internal Revenue Code, and under a tax sharing arrangement between EnPro and Goodrich, EnPro could be required to indemnify Goodrich for that tax. If Coltec is unable to obtain needed capital, its ability to continue its operations will be compromised.

CERTAIN OF COLTEC'S SUBSIDIARIES ARE DEFENDANTS IN ASBESTOS LITIGATION.

The historical business operations of two Coltec subsidiaries, Garlock Sealing Technologies LLC and The Anchor Packing Company have resulted in a substantial volume of asbestos litigation in which plaintiffs have alleged personal injury or death as a result of exposure to asbestos fibers. Those subsidiaries manufactured and/or sold industrial sealing products, predominately gaskets, which contained encapsulated asbestos fibers. Although those subsidiaries actively manage their exposure to asbestos litigation and their relationships with insurance carriers through another Coltec subsidiary, Garrison Litigation Management Group, Ltd., several risks and uncertainties may result in potential liabilities to us in the future that could materially harm Coltec's business, financial condition, income and cash flows. Those risks and uncertainties include the following:

- the potential for a large volume of future asbestos claims to the extent such claims are not covered by insurance because insurance coverage is, or will be, depleted;

- the uncertainty of the per claim value of current and potential future asbestos claims;

- the timing of payout of claims relative to recoveries of amounts covered by insurance from our subsidiaries' insurance carriers and limitations imposed on the amount that may be recovered in any given year;

- the financial viability of the subsidiaries' insurance carriers and their reinsurance carriers, and the subsidiaries' ability to collect on claims from them;

- an increase in litigation or other costs that are not covered by insurance;

- the unavailability of any insurance for claims alleging first exposure to asbestos after July 1, 1984; and

- bankruptcies of other defendants.

Potential liability for asbestos claims may reduce Coltec's ability to retain and attract customers and quality personnel. To the extent insurance is depleted or the payments required in any given year exceed the annual limitations on insurance recoveries from carriers, Coltec's subsidiaries would be required to fund these obligations from available cash, even if these amounts are recoverable under these insurance policies in later years. This could reduce their ability to use cash for other purposes, including growth of Coltec's business, and harm Coltec's financial condition.

COLTEC HAS EXPOSURE TO SOME CONTINGENT LIABILITIES RELATING TO DISCONTINUED OPERATIONS, WHICH COULD MATERIALLY HARM ITS FINANCIAL CONDITION, INCOME OR CASH FLOWS IN ANY FISCAL PERIOD.

Coltec has some contingent liabilities related to discontinued operations of its predecessors, including environmental liabilities and liabilities for certain products and other matters. In some instances, Coltec has indemnified others against those liabilities, and in other instances, Coltec has received indemnities from third parties against those liabilities.

Under federal and state environmental laws, Coltec, or one of its subsidiaries, has been named as a potentially responsible party at 17 sites where the costs to it at each site are expected to exceed $100 thousand. Investigations have been completed or are near completion for 14 of these sites and are in progress at the other three sites. The majority of these sites involve remediation projects at former operating facilities that have been sold or closed and primarily deal with soil and groundwater contamination. Coltec believes that any liability incurred for cleanup at these sites will be satisfied over a number of years, and, in some cases, the costs will be shared with other potentially responsible parties.

In addition, there is the potential for claims to arise relating to products or other matters related to discontinued operations. Some of these claims could seek substantial monetary damages. Specifically, Coltec may potentially be subject to the liabilities related to the firearms manufactured prior to 1990 by Colt Firearms, a former operation of Coltec, and for electrical transformers manufactured prior to 1994 by Central Maloney, another former Coltec operation. Coltec also has ongoing obligations with regard to workers compensation and medical benefit matters associated with Crucible Materials Corporation and Colt Firearms that relate to its periods of ownership of these companies.

Coltec has insurance and reserves to address these liabilities. However, if its insurance coverage is depleted or its reserves are not adequate, environmental and other liabilities relating to discontinued operations could materially harm its business, financial condition, profitability and cash flows.

THE EXCHANGE OFFER

PURPOSE OF THE EXCHANGE OFFER

We are making this offer in connection with the planned tax-free spin-off of EnPro to our shareholders. This transaction, if and when completed, will create two independent publicly traded companies, each focused on its own customers, products and markets. Following the spin-off, Coltec will be a subsidiary of EnPro. See "The Spin-Off," starting on page 26, for more information about the spin-off. From a financial perspective, EnPro will include substantially all the assets and liabilities of Goodrich's Engineered Industrial Products segment, including the associated asbestos liabilities and related insurance.

The exchange offer is not being made to, nor will we accept tenders for exchange from, holders of old Coltec notes in any jurisdiction in which the exchange offer or the acceptance of it would not be in compliance with the securities or blue sky laws of such jurisdiction.

TERMS OF THE EXCHANGE

Upon the terms and subject to the conditions of the exchange offer, we will accept any and all old Coltec notes validly tendered prior to the expiration date unless such old Coltec notes are withdrawn in accordance with the withdrawal right specified in "Withdrawal of Tenders" below. The date of acceptance for exchange of the old Coltec notes, and completion of the exchange offer, is the exchange date, which will be the first business day following the expiration date. We will issue on, or promptly after, the exchange date an aggregate principal amount of up to $300,000,000 of new Goodrich notes in exchange for an equal principal amount of the outstanding old Coltec notes that are tendered and accepted in connection with the exchange offer.

The new Goodrich notes issued in connection with the exchange offer will be delivered on the earliest practicable date following the exchange date. Holders may tender some or all of their old Coltec notes in connection with the exchange offer. However, old Coltec notes may be tendered only in integral multiples of $1,000.

TERMS OF NEW GOODRICH NOTES

The interest rate, term, payment dates, and redemption provisions of the new Goodrich notes will be substantially identical to the terms of the old Coltec notes. The new Goodrich notes will not contain terms with respect to collateral or subsidiary guarantees, which have by their terms expired under the old Coltec notes. A description of the terms of the new Goodrich notes and the differences between the terms of the new Goodrich notes and the terms of the old Coltec notes is included in this prospectus. See "Description of New Goodrich Notes" and "Comparison of Terms of Notes." As of the date of this prospectus, $300,000,000 aggregate principal amount of the old Coltec notes is outstanding.

METHOD OF EXCHANGE

In connection with the issuance of the old Coltec notes, we arranged for the old Coltec notes to be issued in the form of global notes and transferable in book-entry form through the facilities of The Depository Trust Company, acting as depositary. Except as described under "Description of New Goodrich Notes -- Book-Entry, Delivery and Form," the new Goodrich notes also will be issued in the form of global notes registered in the name of DTC or its nominee and each holder's interest in it will be transferable only in book-entry form through DTC. See "Description of New Goodrich Notes -- Book-Entry, Delivery and Form."

TENDER AND ACCEPTANCE

We will have accepted validly tendered old Coltec notes if and when we have given oral or written notice to the exchange agent. The exchange agent will act as agent for the tendering holders for the purposes of receiving the new Goodrich notes from us. The date of acceptance for exchange of the old

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Coltec notes, the exchange date, will be the first business day following the expiration date. The exchange agent will make the exchange on, or promptly after, this exchange date, and as a result of this exchange the holders in whose names the new Goodrich notes will be issuable upon exchange will be deemed to be the holders of record of the new Goodrich notes.

If we do not accept any tendered old Coltec notes for exchange because:

- the old Coltec notes were not validly tendered pursuant to the procedures for tendering; see "-- Procedures for Tendering";

- we determine in our reasonable discretion that any of the conditions to the exchange offer have not been satisfied; see "-- Conditions to the Exchange Offer";

- a holder has validly withdrawn a tender of old Coltec notes as described under "-- Withdrawal of Tenders"; or

- we have, in our sole discretion, delayed or terminated the exchange offer; see "-- Expiration Date; Extensions; Amendments";

as quickly as possible after the expiration date, we will cause a financial institution that participates in DTC's book-entry transfer facility system to make a book-entry delivery of the old Coltec notes which have been tendered into the account from which they were originally transferred, without expense to the tendering holders. See "-- Procedures for Tendering" for a more complete description of how to tender your old Coltec notes.

Old Coltec notes which are not tendered for exchange or are tendered but not accepted in connection with the exchange offer will remain outstanding and be entitled to the benefits of the old Coltec indenture.

EXPIRATION DATE; EXTENSIONS; AMENDMENTS

The expiration date for the exchange offer is   , 2002, unless extended by us in our sole discretion, in which case the term "expiration date" means the latest date and time to which the exchange offer is extended.

We reserve the right, in our sole discretion:

- to delay, to extend or to terminate the exchange offer if, in our reasonable judgment, any of the conditions described below are not satisfied, by giving oral or written notice of the delay, extension or termination to the exchange agent; or

- to amend the terms of the exchange offer in any manner.

If we amend the exchange offer in a manner that we consider material, we will:

- disclose the amendment by means of a prospectus supplement; and

- extend the exchange offer for a period of five to ten business days, depending upon the significance of the amendment and the manner of disclosure to the registered holders, if the exchange offer would otherwise expire during that five to ten business day period.

If we determine to make a public announcement of any delay, extension, amendment or termination of the exchange offer, we will do so by making a timely release through PRNewswire.

CONDITIONS TO THE EXCHANGE OFFER

Despite any other term of the exchange offer, we will not be required to accept for exchange any old Coltec notes and may terminate, amend, or extend the exchange offer before the acceptance of the old Coltec notes, if, on or prior to the expiration date:

- there has been any action threatened, pending or taken, or approval withheld, or any statute, rule, regulation, judgment, order or injunction threatened, proposed, sought, promulgated, enacted,

entered, amended, enforced or deemed to be applicable to the exchange offer or Goodrich or any of its subsidiaries, by any court or any person, authority, governmental agency or tribunal that, in Goodrich's judgment, would or might, directly or indirectly, (a) make the acceptance for exchange of, or the exchange of, some or all of the old Coltec notes illegal or otherwise restrict or prohibit completion of the tender offer, (b) delay or restrict the ability of Goodrich, or render Goodrich unable, to accept for exchange, or exchange some or all of, the old Coltec notes, (c) materially impair the contemplated benefits of the tender offer to Goodrich, or (d) materially and adversely affect the business, condition (financial or other), income, operations or prospects of Goodrich and its subsidiaries, taken as a whole, or otherwise materially impair in any way the contemplated future conduct of the business of Goodrich or any of its subsidiaries;

- there has occurred (a) any general suspension of trading in, or limitation on prices for, securities on any national securities exchange or in the over-the-counter market in the United States or the European Union, (b) the declaration of a banking moratorium or any suspension of payments in respect of banks in the United States or the European Union, (c) the commencement of a war, armed hostilities or other international or national calamity (or, with regard to the conflict in Afghanistan, any material escalation or expansion of such conflict) directly or indirectly involving the United States or any of its territories, (d) any limitation (whether or not mandatory) by any governmental, regulatory or administrative agency or authority on, or any event, or any disruption or adverse change in the financial or capital markets generally or the market for loan syndications in particular, that, in our reasonable judgment, might affect the extension of credit by banks or other lending institutions in the United States, (e) any change in the general political, market, economic or financial conditions in the United States or abroad that could, in our reasonable judgment, have a material adverse effect on our (or our subsidiaries') business, condition (financial or other), income, operations or prospects, taken as a whole, or otherwise materially impair in any way the contemplated future conduct of our (or our subsidiaries') business, (f) in the case of any of the foregoing existing at the time of the commencement of the exchange offer, a material acceleration or worsening thereof;

- either the Dow Jones Industrial Average or the Standard and Poor's Index of 500 Industrial Companies, as measured as of the close of regular trading on the expiration date, has declined by an amount greater than 10% from the close of business on , 2002;

- any change has occurred in the business, condition (financial or other), income, operations or prospects of Goodrich and its subsidiaries, taken as a whole, that would materially impair in any way the contemplated future conduct of the business of Goodrich or any of its subsidiaries;

- the exchange offer would impair or interfere with, in any material respect, the spin-off, or other contemplated financing, acquisition, disposition, corporate reorganization or other similar material corporate transaction involving us or any of our subsidiaries; or

- we determine, in our reasonable judgment, that it would be advantageous for Goodrich not to proceed with its plans to conduct the spin-off.

The conditions listed above are for our sole benefit and may be asserted by us regardless of the circumstances giving rise to any of these conditions. On or prior to the expiration date, we may waive these conditions in our sole discretion in whole or in part at any time and from time to time. The failure by us at any time to exercise any of the above rights will not be considered a waiver of that right, and these rights will be considered to be ongoing rights which may be asserted, prior to the expiration date, at any time and from time to time.

If we determine in our reasonable discretion that any of the conditions are not satisfied, we may:

- refuse to accept any old Coltec notes, return all tendered old Coltec notes the tendering holders, and terminate the exchange offer;

- extend the exchange offer and retain all old Coltec notes tendered before the expiration of the exchange offer, subject, however, to the rights of holders to withdraw these old Coltec notes (see "-- Withdrawal of Tenders" below); or

- waive unsatisfied conditions relating to the exchange offer and accept all properly tendered old Coltec notes that have not been withdrawn.

PROCEDURES FOR TENDERING

Any beneficial owner whose old Coltec notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee and who wishes to tender should contact the registered holder promptly and instruct the registered holder to tender on behalf of the beneficial owner.

VALID TENDER OF BOOK-ENTRY NOTES:

To tender old Coltec notes held in book-entry form, a holder of old Coltec notes must cause a financial institution that participates in DTC's book-entry transfer facility system to make a book-entry delivery of the old Coltec notes. Pursuant to this delivery, DTC will credit the old Coltec notes into the exchange agent's account. Unless the transferring financial institution causes delivery to the exchange agent, and the exchange agent receives timely confirmation of the book-entry transfer of the old Coltec notes into the exchange agent's account at DTC, prior to 5:00 p.m., New York City time, on the expiration date, the transfer will not constitute delivery to the exchange agent. In addition, although delivery of old Coltec notes held in book-entry form may be effected through book-entry transfer into the exchange agent's account at DTC, a holder of old Coltec notes held in book-entry form must also, prior to 5:00 p.m., New York City time, on the expiration date, cause DTC to transmit to the exchange agent a message stating that the tendering holder has expressly acknowledged receipt of, and agreement to be bound by and held accountable under, the letter of transmittal.

DELIVERY OF DOCUMENTS TO DTC IN ACCORDANCE WITH ITS PROCEDURES WITHOUT TIMELY CONFIRMATION TO THE EXCHANGE AGENT DOES NOT CONSTITUTE DELIVERY TO THE EXCHANGE AGENT.

To receive confirmation of book-entry delivery, a holder should contact the financial institution that made the book-entry delivery of the old Coltec notes. In addition, to receive confirmation of valid tender of the old Coltec notes, a holder should contact the exchange agent at the telephone number listed under the caption "-- Exchange Agent."

A holder of old Coltec notes held in book-entry form may also tender pursuant to the guaranteed delivery procedures described below.

The tender by a holder of old Coltec notes held in book-entry form by delivery of an agent's message will constitute an agreement between us and the holder in accordance with the terms and subject to the conditions set forth in this prospectus and in the letter of transmittal. The total principal amount of old Coltec notes delivered to the exchange agent in book-entry form will be deemed to have been tendered.

VALID TENDER OF CERTIFICATED NOTES:

To tender any old Coltec notes held in certificated form, a holder must mail or otherwise deliver to the exchange agent at its addresses listed under the caption "Exchange Agent" prior to 5:00 p.m., New York City time, on the expiration date:

- a completed, signed and dated letter of transmittal (or a facsimile), with the required signature guarantees; and

- certificates representing the old Coltec notes held in certificated form and any other required documents.

To receive confirmation of valid tender of any old Coltec notes held in certificated form, a holder should contact the exchange agent at the telephone number listed under the caption "-- Exchange Agent."

A holder of old Coltec notes held in certificated form may also tender pursuant to the guaranteed delivery procedures described below.

Holders should receive copies of the letter of transmittal with this prospectus. A holder may obtain additional copies of the letter of transmittal for the old Coltec notes from the exchange agent at its offices listed under the caption "-- Exchange Agent."

The tender by a holder of old Coltec notes will constitute an agreement between us and the holder in accordance with the terms and subject to the conditions set forth in this prospectus and in the letter of transmittal. If a holder tenders less than all of the old Coltec notes held by that holder, that tendering holder should fill in the applicable box of the letter of transmittal. The total principal amount of old Coltec notes delivered to the exchange agent by physical delivery will be deemed to have been tendered unless otherwise indicated in the letter of transmittal.

If the letter of transmittal or any old Coltec notes or bond powers are signed or endorsed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, those people should so indicate when signing, and unless waived by us, submit to the exchange agent evidence satisfactory to us of their authority to act in that capacity with the letter of transmittal.

THE METHOD OF DELIVERY OF OLD COLTEC NOTES AND THE LETTER OF TRANSMITTAL AND ALL OTHER REQUIRED DOCUMENTS TO THE EXCHANGE AGENT IS AT THE ELECTION AND RISK OF THE HOLDERS. INSTEAD OF DELIVERY BY MAIL, WE RECOMMEND THAT HOLDERS USE AN OVERNIGHT OR HAND DELIVERY SERVICE. IN ALL CASES, HOLDERS SHOULD ALLOW SUFFICIENT TIME TO ASSURE DELIVERY TO THE EXCHANGE AGENT BEFORE THE EXPIRATION DATE. NO LETTER OF TRANSMITTAL OF OLD COLTEC NOTES SHOULD BE SENT TO US. HOLDERS MAY REQUEST THEIR RESPECTIVE BROKERS, DEALERS, COMMERCIAL BANKS, TRUST COMPANIES OR NOMINEES TO EFFECT THE TENDERS FOR THEM.

SIGNATURES, SIGNATURE GUARANTEES, ENDORSEMENTS:

If the letter of transmittal is signed by the record holder(s) of the old Coltec notes being tendered, the signature must correspond with the name(s) written on the face of the old Coltec notes without alteration, enlargement or any change whatsoever. If the letter of transmittal is signed by a participant in DTC, the signature must correspond with the name as it appears on the security position listing as the holder of the old Coltec notes.

A signature on a letter of transmittal or a notice of withdrawal must be guaranteed by an eligible guarantor institution within the meaning of Rule 17Ad-15 under the Exchange Act, unless the old Coltec notes are tendered:

- by a registered holder who has not completed the box entitled "Special Payment Instructions" or "Special Delivery Instructions" on the letter of transmittal; or

- for the account of an eligible guarantor institution.

In the event that signatures on a letter of transmittal or a notice of withdrawal are required to be guaranteed, the guarantee must be by:

- a member firm of a registered national securities exchange or of the National Association of Securities Dealers, Inc.;

- a commercial bank or trust company having an office or correspondent in the United States; or

- an "eligible guarantor institution."

If the letter of transmittal is signed by a person other than the registered holder of any old Coltec notes, the old Coltec notes must be endorsed by the registered holder or accompanied by a properly completed bond power, signed or endorsed in blank by the registered holder.

DETERMINATION OF VALIDITY, RECEIPT, ACCEPTANCE:

We will determine all questions as to the validity, form, eligibility (including time of receipt) and acceptance and withdrawal of tendered old Coltec notes in our sole discretion. We reserve the absolute right to reject any and all old Coltec notes not properly tendered or any old Coltec notes whose acceptance by us would, in the opinion of our counsel, be unlawful. We also reserve the right to waive any defects, irregularities or conditions of tender as to any particular old Coltec notes either before or after the expiration date. Our interpretation of the terms and conditions of the exchange offer (including the instructions in the letter of transmittal) will be final and binding on all parties.

Unless waived, any defects or irregularities in connection with tenders of old Coltec notes must be cured within a time period we will determine. Although we intend to request the exchange agent to notify holders of defects or irregularities relating to tenders of old Coltec notes, neither we, the exchange agent, the dealer manager, nor any other person will have any duty or incur any liability for failure to give that notification. Tenders of old Coltec notes will not be considered to have been made until any defects or irregularities have been cured or waived. Any old Coltec notes received by the exchange agent that are not properly tendered and as to which the defects or irregularities have not been cured or waived will be returned by the exchange agent to the tendering holders, unless otherwise provided in the letter of transmittal, as soon as practicable following the expiration date.

In addition, we reserve the right, as described above under the caption "-- Conditions to the Exchange Offer," to terminate the exchange offer.

A tender will be deemed to have been received as of the date when the exchange agent receives:

- the tendering holder's duly signed letter of transmittal accompanied by old Coltec notes;

- a timely confirmation of book-entry transfer of old Coltec notes into the exchange agent's account at DTC with a message from DTC stating that the tendering holder has expressly acknowledged receipt of, and agreement to be bound by and held accountable under, the letter of transmittal; or

- a notice of guaranteed delivery from an eligible institution.

If fewer than all of the old Coltec notes held in certificated form evidenced by a submitted certificate are to be tendered, the tendering holder(s) should fill in the aggregate principal amount of the old Coltec notes to be tendered in the letter of transmittal. A newly reissued certificate for the old Coltec notes held in certificated form submitted but not tendered will be sent to the holder as soon as practicable after the expiration date. All of the old Coltec notes held in certificated form delivered to the exchange agent will be deemed to have been tendered unless otherwise clearly indicated.

Issuances of new Goodrich notes in exchange for old Coltec notes tendered pursuant to a notice of guaranteed delivery by an eligible institution will be made only against:

- delivery to the exchange agent of the letter of transmittal and any other required documents; and

- receipt by the exchange agent of the tendered old Coltec notes or a timely confirmation of a book-entry transfer of old Coltec notes into the exchange agent's account at DTC.

We will not accept for exchange old Coltec notes which have been tendered if:

- the old Coltec notes were not validly tendered pursuant to the procedures for tendering;

- we determine in our reasonable discretion that any of the conditions to the exchange offer have not been satisfied (see "-- Conditions to the Exchange Offer");

- a holder has validly withdrawn a tender of old Coltec notes as described under "-- Withdrawal of Tenders"; or

- we have delayed or terminated the exchange offer (see "-- Expiration Date; Extensions; Amendments").

GUARANTEED DELIVERY PROCEDURES

A holder who wishes to tender its old Coltec notes and:

- whose old Coltec notes are not immediately available;

- who cannot deliver the holder's old Coltec notes, the letter of transmittal or any other required documents to the exchange agent before the expiration date; or

- who cannot complete the procedures for book-entry transfer before the expiration date,

may effect a tender if:

- the holder makes the tender through an eligible guarantor institution within the meaning of Rule 17Ad-15 under the Exchange Act;

- before the expiration date, the exchange agent receives from the eligible guarantor institution a properly completed and duly executed notice of guaranteed delivery substantially in the form accompanying the letter of transmittal, by facsimile transmission, mail or hand delivery including:

  - the name and address of the holder,

  - the certificate number(s) of the old Coltec notes if they are held in certificated form,

  - the principal amount of old Coltec notes tendered,

  - a statement that the tender is being made, and

- a guarantee that the eligible guarantor institution will deliver to the exchange agent, within three New York Stock Exchange trading days after the expiration date, a properly completed and duly executed letter of transmittal, or facsimile thereof, a confirmation of book-entry transfer of the old Coltec notes or the certificate(s) representing the old Coltec notes held in certificated form in proper form for transfer, and any other documents required by the letter of transmittal; and

- the eligible guarantor institution mails or otherwise delivers to the exchange agent within three New York Stock Exchange trading days after the expiration date a properly completed and executed letter of transmittal, or facsimile thereof, as well as a confirmation of book-entry transfer of the old Coltec notes or the certificate(s) representing all tendered old Coltec notes held in certificated form in proper form for transfer, and all other documents required by the letter of transmittal.

A holder or eligible guarantor institution may obtain additional forms for the notice of guaranteed delivery from the exchange agent at its offices listed under "-- Exchange Agent."

WITHDRAWAL OF TENDERS

Except as otherwise provided in this prospectus, holders may withdraw their tenders of old Coltec notes at any time prior to 5:00 p.m., New York City time, on the expiration date.

To withdraw a tender of old Coltec notes in connection with the exchange offer, a holder must mail or otherwise deliver to the exchange agent at its offices listed under "-- Exchange Agent" a written notice

of withdrawal by mail or by facsimile transmission prior to 5:00 p.m., New York City time, on the expiration date of the exchange offer. This notice of withdrawal must:

- specify the name of the person who deposited the old Coltec notes to be withdrawn;

- identify the old Coltec notes to be withdrawn (including the principal amount of the old Coltec notes and the certificate number or numbers of the old Coltec notes tendered in certificated form);

- be signed by the holder in the same manner as the original signature on the letter of transmittal by which the old Coltec notes were tendered, with any required signature guarantees, or be accompanied by documents of transfer sufficient to have the trustee register the transfer of the old Coltec notes into the name of the person withdrawing the tender; and

- specify the name in which any of the old Coltec notes are to be registered, if different from that of the depositor.

If old Coltec notes have been tendered pursuant to the procedures of book-entry transfer described above under "-- Procedures for Tendering," any notice of withdrawal must specify the name and number of the account at DTC's book-entry transfer facility to be credited with the withdrawn old Coltec notes and otherwise comply with the procedures of that facility.

A holder may obtain a form of the notice of withdrawal from the exchange agent at its offices listed under "-- Exchange Agent."

We will be the final arbiters of all questions as to the validity, form and eligibility (including time of receipt) of all withdrawal notices. Any old Coltec notes properly withdrawn will be considered not to have been validly tendered for purposes of the exchange offer and no new Goodrich notes will be issued unless the old Coltec notes withdrawn are validly re-tendered. Any old Coltec notes which have been tendered but which are not accepted for exchange or which are withdrawn will be returned to the holder without cost to that holder (or, in the case of the old Coltec notes tendered by book-entry transfer into the exchange agent's account at DTC's book-entry transfer facility pursuant to the book-entry transfer procedures described above under "-- Procedures for Tendering," these old Coltec notes will be credited to an account maintained with the book-entry transfer facility for the old Coltec notes) as soon as practicable after withdrawal, rejection of tender or termination of the exchange offer. Properly withdrawn old Coltec notes may be retendered by following one of the procedures described above under the caption "-- Procedures for Tendering" at any time prior to the expiration date. Old Coltec notes that have been accepted for exchange by Goodrich may not be withdrawn.

EXCHANGE AGENT

The Bank of New York has been appointed as exchange agent in connection with the exchange offer. Questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal, the form of notice of guaranteed delivery or the notice of withdrawal should be directed to the exchange agent, by one of the following methods:

- if by mail, to The Bank of New York, 15 Broad Street, Corporate Trust Department, 16th Floor, New York, NY 10286, Attn: Mr. Kin Lau;

- if by overnight mail or courier, to The Bank of New York, 15 Broad Street, Corporate Trust Department, 16th Floor, New York, NY 10286 (to confirm by telephone, call (212) 235-2358 Attn: Kin Lau);

- if by hand, to The Bank of New York, 15 Broad Street, Corporate Trust Department, Ground Floor, Attn: Mr. Kin Lau, Reorganization Section;

- if by fax, to (212) 235-2261; or

- if by phone, to Mr. Kin Lau at phone number (212) 235-2358.

INFORMATION AGENT

Mellon Investor Services LLC has been appointed as the information agent for the exchange offer and will receive customary compensation for its services. Questions concerning exchange procedures and requests for additional copies of this prospectus or the letter of transmittal should be directed to the information agent at the address and telephone number provided on the back cover page of this prospectus. Holders of old Coltec notes may also contact their commercial bank, broker, dealer, trust company or other nominee for assistance concerning the exchange offer.

DEALER MANAGER

We have retained Salomon Smith Barney Inc. to act as dealer manager in connection with the exchange offer. We will pay a customary fee to the dealer manager for soliciting the exchange of old Coltec notes in the exchange offer, which fee will be on the aggregate principal amount of the old Coltec notes. We will also reimburse the dealer manager for its reasonable out-of-pocket expenses. The obligations of the dealer manager to perform this function is subject to certain conditions. We have agreed to indemnify the dealer manager against certain liabilities, including certain liabilities under federal securities laws. Questions regarding the terms of the exchange offer may be directed to the dealer manager at the address and telephone number provided on the back cover page of this prospectus.

From time to time, the dealer manager has provided us with investment banking and other services for customary compensation.

FEES AND EXPENSES

We will bear the expenses of soliciting tenders pursuant to the exchange offer including the dealer manager fees. We will not make any payment to brokers, dealers or others soliciting acceptances of the exchange offer. We will pay our other expenses to be incurred in connection with the exchange offer, including the fees and expenses of the exchange agent, the information agent, and the dealer manager. Holders who tender old Coltec notes in connection with the exchange offer will not be required to pay any fee or commission to the dealer manager. If, however, a holder who tenders old Coltec notes in connection with the exchange offer handles its transactions through a broker, dealer, commercial bank, trust company, or other institution, that holder may be required to pay brokerage commissions or fees in connection with the transaction.

Holders who tender their old Coltec notes for exchange will not be obligated to pay any transfer taxes unless:

- new Goodrich notes are to be delivered to, or issued in the name of, any person other than the registered holder of the old Coltec notes tendered; or

- tendered old Coltec notes are registered in the name of any person other than the person signing the letter of transmittal; or

- a transfer tax is imposed for any reason other than the exchange of old Coltec notes in connection with the exchange offer.

If satisfactory evidence of payment of transfer taxes or exemption from them is not submitted with the letter of transmittal, the amount of any applicable transfer taxes will be billed directly to the tendering holder.

ACCOUNTING TREATMENT

The new Goodrich notes will be recorded in our accounting records at the same carrying value as the old Coltec notes as reflected in our consolidated accounting records on the date of the exchange. Any gains/losses incurred as a result of the exchange offer, as well as all expenses incurred by us will be charged against our earnings in accordance with generally accepted accounting principles.

CONSEQUENCES OF FAILURES TO PROPERLY TENDER OLD COLTEC NOTES IN THE EXCHANGE OFFER

Issuance of the new Goodrich notes in exchange for the old Coltec notes under the exchange offer will be made only after timely receipt by the exchange agent of such old Coltec notes, a properly completed and duly executed letter of transmittal and all other required documents. Therefore, holders desiring to tender old Coltec notes in exchange for new Goodrich notes should allow sufficient time to ensure timely delivery. We are under no duty to give notification of defects or irregularities of tenders of old Coltec notes for exchange.

To the extent that old Coltec notes are tendered and accepted in connection with the exchange offer, any trading markets for the remaining old Coltec notes could be adversely affected. See "Risk Factors -- Risks Related to Not Tendering in the Exchange Offer."

THE SPIN-OFF

GENERAL

The Goodrich board of directors has approved in principle a spin-off that would result in Goodrich becoming two independent, publicly traded companies:

(a) Goodrich, a leading worldwide supplier of aerospace components, systems and services; and

(b) EnPro, a leading provider of engineered industrial products for the processing and general manufacturing industries.

ACTIONS TO BE TAKEN PRIOR TO THE SPIN-OFF

Prior to the spin-off, Goodrich owned and operated both an aerospace business, part of which was operated by Coltec, and an engineered industrial products business, all of which was operated by Coltec. Prior to the spin-off, Coltec will transfer its aerospace business to Goodrich and Coltec will become a subsidiary of EnPro. Prior to this transfer, Coltec's aerospace business will assume all intercompany balances currently outstanding between Coltec and its subsidiaries, on the one hand, and Goodrich and its subsidiaries, on the other hand. After the spin-off is completed, EnPro will own and operate all of the former engineered industrial products business, through Coltec, and Goodrich will continue to own and operate the aerospace business, including the aerospace business previously owned and operated by Coltec.

MANNER OF EFFECTING THE SPIN-OFF

The general terms relating to the spin-off, including the conditions to the consummation of the spin-off, will be set forth in a distribution agreement between Goodrich and EnPro and are described in more detail in "Certain Relationships and Related Transactions" beginning on page 55. Under that distribution agreement, provided that these conditions are met, the spin-off will be effective at 11:59 p.m. on the distribution date specified in the agreement. No vote of Goodrich shareholders is required or will be sought in connection with the spin-off.

REASONS FOR THE SPIN-OFF

Goodrich's board of directors has determined that the separation of its engineered industrial products business and its aerospace business is in the best interests of Goodrich and its shareholders because the spin-off will provide the following key benefits:

- greater strategic focus for each management's efforts and financial resources;

- increased speed and responsiveness in management decision making and resource allocation;

- direct and differentiated access to capital markets; and

- enhanced investor choices by offering investment opportunities in two separate highly focused companies.

GREATER STRATEGIC FOCUS FOR MANAGEMENT'S EFFORTS AND FINANCIAL RESOURCES

Historically, Goodrich's engineered industrial products business has exhibited different financial and operating characteristics than its aerospace business. Additionally, Goodrich's aerospace business has a smaller number of larger customers, while its engineered industrial products business has a larger number of smaller customers. Because Goodrich expects these differences to continue in the future, it believes that its engineered industrial products business and its aerospace business will require inherently different strategies in order to maximize their long-term value. Consequently, Goodrich has determined that its current structure may not be the most effective to design and implement the distinct strategies necessary to operate its engineered industrial products business and its aerospace business successfully in a manner that maximizes the long-term value of each.

Both Goodrich and EnPro expect to have increased management attention and better use of financial resources as a result of our having board and management teams solely focused on their respective businesses. Goodrich believes that it will benefit from its management's ability to focus on the management and operation of its aerospace business.

INCREASED SPEED AND RESPONSIVENESS

Both Goodrich and EnPro believe that their respective businesses will be able to make decisions more quickly, deploy resources more rapidly and efficiently and operate with more agility than either business could as part of a combined organization. The spin-off will provide Goodrich and EnPro with the opportunity to adopt resource allocation and acquisition criteria policies that best reflect the cash flow, investment requirements, competitive environment, corporate strategy and business objectives of their respective businesses. In particular, the spin-off will give both Goodrich and EnPro flexibility to allocate resources, including both capital and management time and attention. In addition, for Goodrich and potentially in the long term for EnPro, the spin-off will enable each company to pursue potential transactions in its respective industries, including acquisitions and joint ventures that each company believes is strategically or financially desirable, without being required to satisfy the acquisition criteria of the other company. In addition, Goodrich and EnPro expect the spin-off to enhance each company's responsiveness to customers and companies with whom each company has strategic relationships, enhance competitiveness in each company's respective industries and enhance success in each company's respective product initiatives.

DIRECT AND DIFFERENTIATED ACCESS TO CAPITAL MARKETS

As an independent company, EnPro will be able to access the capital markets directly to issue debt or equity securities without regard to constraints on the type of capital EnPro might otherwise be subject to in a combined company. After the distribution, EnPro will no longer need to compete with Goodrich's other businesses for limited capital resources. Although potential acquisitions are only part of EnPro's long-term strategy, EnPro expects the distribution to enhance EnPro's ability to eventually pursue acquisitions and other investment opportunities by:

- providing differentiated access to the capital markets for such potential transactions; and

- allowing for potential target companies to receive, as consideration in an acquisition, stock in a corporation that is focused solely on the industry in which the target operates.

Accordingly, EnPro will be able to create more focused acquisition strategies that meet the different needs of its business.

ENHANCED INVESTOR CHOICES BY OFFERING INVESTMENT OPPORTUNITIES IN SEPARATE ENTITIES

After the distribution, investors should be better able to evaluate the financial performances of Goodrich and EnPro, as well as their respective strategies within the context of their respective industries, thereby enhancing the likelihood that they will achieve appropriate market valuations. As a result, management of both companies will be able to adjust goals and evaluate strategic opportunities in light of investor expectations within their respective industries, without undue attention to investor expectations in other industries. In addition, each company will be able to focus its public relations efforts on cultivating its own separate identity.

USE OF PROCEEDS

We will not receive any cash proceeds from the issuance of the new Goodrich notes under the exchange offer. In consideration for issuing the new Goodrich notes as contemplated in this prospectus, we will receive old Coltec notes in like quantities. To the extent that any old Coltec notes remain outstanding following completion of the exchange offer, they remain obligations of Coltec. With regard to any old Coltec notes that are surrendered by the holders for exchange in the exchange offer, Goodrich plans to sell to Coltec a portion of those notes, at which point Coltec plans to cancel them. The purchase will be financed through an intercompany loan from Goodrich to Coltec. Any remaining old Coltec notes surrendered for exchange and not purchased by Coltec will be contributed by Goodrich to EnPro, and those notes will remain an outstanding obligation of Coltec to EnPro.

GOODRICH CORPORATION

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

The unaudited pro forma consolidated financial statements reported below consist of unaudited pro forma consolidated statements of income for the year ended December 31, 2001 and an unaudited pro forma consolidated balance sheet as of December 31, 2001. The unaudited pro forma consolidated financial statements should be read in conjunction with "Information About Coltec -- Management's Discussion and Analysis of Financial Condition and Results of Operations," and Goodrich's historical consolidated financial statements and the related notes incorporated by reference into this prospectus. The following unaudited pro forma consolidated financial statements have been prepared giving effect to the following transactions as if they had occurred as of December 31, 2001 for the unaudited pro forma consolidated balance sheet and as of January 1, 2001 for the unaudited pro forma consolidated statement of income:

- the spin-off; and

- the exchange of all of the old Coltec notes for the new Goodrich notes.

The unaudited pro forma consolidated financial statements included in this prospectus have been derived from Goodrich's consolidated financial statements incorporated by reference into this prospectus and do not purport to represent what Goodrich's financial condition and results of operations actually would have been had the spin-off and related transactions and events occurred on the dates indicated or to project our financial performance for any future period.

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GOODRICH CORPORATION

UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF INCOME

	YEAR ENDED DECEMBER 31, 2001		
	HISTORICAL	ADJUSTMENT	PRO FORM
	(DOLLARS IN MILLIONS, EXCEPT PER SHARE AMOUNTS)		
Sales	$4,184.5	$	$4,184.5
Operating costs and expenses:			
Cost of sales	3,127.6		3,127.6
Selling and administrative costs	565.0		565.0
Merger-related and consolidation costs	107.3		107.3

	3,799.9		3,799.9
Operating income	384.6		384.6
Interest expense	(107.8)		(107.8
Interest income	24.1		24.1
Other income (expense), net	(19.2)		(19.2
Income from continuing operations before income taxes and distributions on trust preferred securities	281.7		281.7
Income tax expense	(94.3)		(94.3
Distributions on trust preferred securities	(10.5)		(10.5
Income from continuing operations	176.9		176.9
Income from discontinued operations -- net of taxes	112.3	(20.9)(a)	91.4
Net income	$ 289.2	$ (20.9)	$ 268.3
Basic earnings per share:			
Continuing operations	$ 1.72		$ 1.72
Net income	$ 2.80		$ 2.60
Diluted earnings per share(b):			
Continuing operations	$ 1.65		$ 1.70
Net income	$ 2.76		$ 2.58
Average shares used in computing earnings per share (in millions)(b):			
Basic	103.1		103.1
Diluted	106.9		104.0

See Notes to Unaudited Pro Forma Consolidated Financial Statements

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GOODRICH CORPORATION

UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET

	DECEMBER 31, 2001		
	HISTORICAL	ADJUSTMENTS	PRO FO
	(DOLLARS IN MILLIONS, EXCEPT SHARE AND PER SHARE AMOUNTS		
ASSETS			
Current Assets			
Cash and cash equivalents	$ 85.8	$	$ 85
Accounts and notes receivable	570.4	--	570
Inventories	841.5	--	841
Deferred income taxes	112.9	--	112
Prepaid expenses and other assets	26.2	--	26
Net assets of discontinued operations	284.5	(284.5)(a)	

Total Current Assets	1,921.3	(284.5)	1,636
Property, plant and equipment	955.5	--	955
Prepaid pension	238.7	--	238
Goodwill	747.3	--	747
Identifiable intangible assets	138.8	--	138
Payment-in-kind notes receivable	168.4	--	168
Other assets	468.1	--	468
Total Assets	$4,638.1	$(284.5)	$4,353
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Short-term debt	$ 113.3	$ --	$ 113
Accounts payable	396.6	--	396
Accrued expenses	523.6		523
Income taxes payable	119.2		119
Current maturities of long-term debt	5.9	--	5
Total Current Liabilities	1,158.6		1,158
Long-term debt	1,307.2		1,307
Pension obligations	155.5	--	155
Postretirement benefits other than pensions	320.1	--	320
Deferred income taxes	13.9	--	13
Other non-current liabilities	196.4	--	196
Commitments and contingent liabilities	--	--	
Mandatorily redeemable QUIPS	125.0	--	125
Shareholders' Equity			
Common stock, par value $5 per share, 115,144,771 shares issued	575.7		575
Additional paid in capital			