

CURTISS WRIGHT CORP  
Form 10-Q  
November 04, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2011

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-134

CURTISS-WRIGHT CORPORATION  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-0612970  
(I.R.S. Employer Identification No.)

10 Waterview Boulevard  
Parsippany, New Jersey  
(Address of principal executive offices)

07054  
(Zip Code)

(973) 541-3700  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period of time that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

Common Stock, par value \$1.00 per share: 46,684,271 shares (as of October 31, 2011).

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES

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PART 1- FINANCIAL INFORMATION  
Item 1. Financial Statements

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENT OF EARNINGS

(UNAUDITED)

(In thousands, except per share data)

|                                      | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |             |
|--------------------------------------|-------------------------------------|-----------|------------------------------------|-------------|
|                                      | 2011                                | 2010      | 2011                               | 2010        |
| Net sales                            | \$515,996                           | \$465,813 | \$1,492,751                        | \$1,369,753 |
| Cost of sales                        | 345,359                             | 310,096   | 1,004,188                          | 921,669     |
| Gross profit                         | 170,637                             | 155,717   | 488,563                            | 448,084     |
| Research and development expenses    | 17,705                              | 13,218    | 46,431                             | 40,894      |
| Selling expenses                     | 30,918                              | 27,560    | 90,077                             | 83,900      |
| General and administrative expenses  | 71,868                              | 66,853    | 208,537                            | 200,692     |
| Operating income                     | 50,146                              | 48,086    | 143,518                            | 122,598     |
| Interest expense                     | (5,033 )                            | (5,815 )  | (15,121 )                          | (17,182 )   |
| Other (expense) income, net          | (35 )                               | 86        | 50                                 | 622         |
| Earnings before income taxes         | 45,078                              | 42,357    | 128,447                            | 106,038     |
| Provision for income taxes           | 10,718                              | 14,573    | 37,775                             | 36,021      |
| Net earnings                         | \$34,360                            | \$27,784  | \$90,672                           | \$70,017    |
| Basic earnings per share             | \$0.74                              | \$0.61    | \$1.96                             | \$1.53      |
| Diluted earnings per share           | \$0.73                              | \$0.60    | \$1.93                             | \$1.51      |
| Dividends per share                  | \$0.08                              | \$0.08    | \$0.24                             | \$0.24      |
| Weighted average shares outstanding: |                                     |           |                                    |             |
| Basic                                | 46,466                              | 45,898    | 46,328                             | 45,765      |
| Diluted                              | 46,936                              | 46,276    | 46,978                             | 46,253      |

See notes to condensed consolidated financial statements

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(In thousands, except par value)

|  | September 30,<br>2011 | December 31,<br>2010 |
|--|-----------------------|----------------------|
| Assets   |                       |                      |
| Current assets:  |                       |                      |
| Cash and cash equivalents                              | \$ 54,982             | \$ 68,119            |
| Receivables, net                                       | 550,997               | 461,632              |
| Inventories, net                                       | 328,954               | 281,103              |
| Deferred tax assets, net                               | 54,222                | 48,568               |
| Other current assets                                   | 30,269                | 40,605               |
| Total current assets                                   | 1,019,424             | 900,027              |
| Property, plant, and equipment, net                    | 430,283               | 397,280              |
| Goodwill   | 742,086               | 693,572              |
| Other intangible assets, net                           | 248,278               | 240,197              |
| Deferred tax assets, net                               | 1,147                 | 1,033                |
| Other assets   | 10,174                | 9,909                |
| Total assets   | \$ 2,451,392          | \$ 2,242,018         |
| Liabilities  |                       |                      |
| Current liabilities:                                   |                       |                      |
| Current portion of long-term and short-term debt       | \$ 227,240            | \$ 2,602             |
| Accounts payable                                       | 112,502               | 133,180              |
| Dividends payable                                      | 3,735                 | -                    |
| Accrued expenses                                       | 102,465               | 99,966               |
| Income taxes payable                                   | 2,339                 | 3,111                |
| Deferred revenue                                       | 168,357               | 146,770              |
| Other current liabilities                              | 49,855                | 42,310               |
| Total current liabilities                              | 666,493               | 427,939              |
| Long-term debt   | 283,957               | 394,042              |
| Deferred tax liabilities, net                          | 35,795                | 26,815               |
| Accrued pension and other postretirement benefit costs | 151,309               | 166,591              |
| Long-term portion of environmental reserves            | 18,319                | 19,091               |
| Other liabilities                                      | 53,682                | 47,437               |
| Total liabilities                                      | 1,209,555             | 1,081,915            |
| Contingencies and commitments (Note 14)                |                       |                      |
| Stockholders' Equity                                   |                       |                      |
| Common stock, \$1 par value                            | 48,879                | 48,558               |
| Additional paid in capital                             | 142,980               | 130,093              |
| Retained earnings                                      | 1,151,957             | 1,072,459            |
| Accumulated other comprehensive loss                   | (19,670)              | (2,813)              |
|  | 1,324,146             | 1,248,297            |
| Less: Treasury stock, at cost                          | (82,309)              | (88,194)             |
| Total stockholders' equity                             | 1,241,837             | 1,160,103            |
| Total liabilities and stockholders' equity             | \$ 2,451,392          | \$ 2,242,018         |

See notes to condensed consolidated financial statements

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CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)  
(In thousands)

|  | Nine Months Ended<br>September 30, |            |
|--|------------------------------------|------------|
|  | 2011                               | 2010       |
| Cash flows from operating activities:  |                                    |            |
| Net earnings   | \$ 90,672                          | \$ 70,017  |
| Adjustments to reconcile net earnings to net cash used for operating activities: |                                    |            |
| Depreciation and amortization  | 65,196                             | 58,873     |
| Net (gain) loss on sale of assets  | (397 )                             | 979        |
| Gain on disposition of businesses  | (1,195 )                           | -          |
| Deferred income taxes  | (1,090 )                           | 3,194      |
| Share-based compensation   | 7,545                              | 7,920      |
| Change in operating assets and liabilities, net of businesses acquired:          |                                    |            |
| Accounts receivable, net   | (80,416 )                          | (75,263 )  |
| Inventories, net   | (31,482 )                          | (9,096 )   |
| Progress payments  | (1,075 )                           | 6,847      |
| Accounts payable and accrued expenses  | (20,956 )                          | (12,263 )  |
| Deferred revenue   | 21,587                             | (24,901 )  |
| Income taxes payable   | 7,786                              | (4,431 )   |
| Net pension and postretirement liabilities                                       | (11,329 )                          | 19,024     |
| Other current and long-term assets   | 3,220                              | (1,084 )   |
| Other current and long-term liabilities  | 5,692                              | (2,124 )   |
| Total adjustments  | (36,914 )                          | (32,325 )  |
| Net cash provided by operating activities  | 53,758                             | 37,692     |
| Cash flows from investing activities:  |                                    |            |
| Proceeds from sales and disposals of long-lived assets                           | 1,583                              | 744        |
| Acquisitions of intangible assets  | (22 )                              | (1,511 )   |
| Additions to property, plant, and equipment                                      | (61,232 )                          | (38,802 )  |
| Acquisition of businesses, net of cash acquired                                  | (132,344 )                         | (42,200 )  |
| Disposition of businesses  | 8,100                              | -          |
| Net cash used for investing activities   | (183,915 )                         | (81,769 )  |
| Cash flows from financing activities:  |                                    |            |
| Borrowings on debt   | 701,800                            | 386,600    |
| Principal payments on debt   | (587,296 )                         | (325,247 ) |
| Proceeds from exercise of stock options  | 10,669                             | 9,731      |
| Dividends paid   | (7,439 )                           | (7,352 )   |
| Excess tax benefits from share-based compensation                                | 868                                | 222        |
| Net cash provided by financing activities  | 118,602                            | 63,954     |
| Effect of exchange-rate changes on cash  | (1,582 )                           | (974 )     |
| Net (decrease) increase in cash and cash equivalents                             | (13,137 )                          | 18,903     |
| Cash and cash equivalents at beginning of period                                 | 68,119                             | 65,010     |
| Cash and cash equivalents at end of period                                       | \$ 54,982                          | \$ 83,913  |
| Supplemental disclosure of investing activities:                                 |                                    |            |
| Fair value of assets acquired in current year acquisitions                       | \$ 157,575                         | \$ 49,766  |
| Additional consideration paid on prior year acquisitions                         | -                                  | 1,153      |



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|  |            |           |  |
|--|------------|-----------|--|
| Liabilities assumed from current year acquisitions | (20,199 )  | (8,033 )  |  |
| Cash acquired                                      | (5,032 )   | (686 )    |  |
| Acquisition of businesses                          | \$ 132,344 | \$ 42,200 |  |

See notes to condensed consolidated financial statements

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
(UNAUDITED)  
(In thousands)

|  | Common<br>Stock | Additional<br>Paid in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>(Loss)<br>Income | Treasury<br>Stock |
|--|-----------------|----------------------------------|----------------------|---|-------------------|
| December 31, 2009                                | \$ 48,214       | \$ 111,707                       | \$ 980,590           | \$ (19,605 )  | \$ (94,149 )      |
| Net earnings                                     | -               | -                                | 106,598              | -   | -                 |
| Pension and<br>postretirement adjustment, net    | -               | -                                | -                    | (14,791 )   | -                 |
| Foreign currency translation<br>adjustments, net | -               | -                                | -                    | 31,583  | -                 |
| Dividends paid                                   | -               | -                                | (14,729 )            | -   | -                 |
| Stock options exercised, net                     | 344             | 6,937                            | -                    | -   | 4,026             |
| Share-based compensation                         | -               | 11,768                           | -                    | -   | 1,610             |
| Other  | -               | (319 )                           | -                    | -   | 319               |
| December 31, 2010                                | \$ 48,558       | \$ 130,093                       | \$ 1,072,459         | \$ (2,813 )   | \$ (88,194 )      |
| Net earnings                                     | -               | -                                | 90,672               | -   | -                 |
| Pension and<br>postretirement adjustment, net    | -               | -                                | -                    | 2,510   | -                 |
| Foreign currency translation<br>adjustments, net | -               | -                                | -                    | (19,367 )   | -                 |
| Dividends declared                               | -               | -                                | (11,174 )            | -   | -                 |
| Stock options exercised, net                     | 321             | 7,162                            | -                    | -   | 4,065             |
| Share-based compensation                         | -               | 5,984                            | -                    | -   | 1,561             |
| Other  | -               | (259 )                           | -                    | -   | 259               |
| September 30, 2011                               | \$ 48,879       | \$ 142,980                       | \$ 1,151,957         | \$ (19,670 )  | \$ (82,309 )      |

See notes to condensed consolidated financial statements

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

1. BASIS OF PRESENTATION

Curtiss-Wright Corporation and its subsidiaries (“the Corporation” or “the Company”) is a diversified, multinational manufacturing and service company that designs, manufactures, and overhauls precision components and systems and provides highly engineered products and services to the aerospace, defense, automotive, shipbuilding, processing, oil, petrochemical, agricultural equipment, railroad, power generation, security, and metalworking industries. Operations are conducted through 59 manufacturing facilities and 64 metal treatment service facilities.

The unaudited condensed consolidated financial statements include the accounts of Curtiss-Wright and its majority-owned subsidiaries. All intercompany transactions and accounts have been eliminated.

The unaudited condensed consolidated financial statements of the Corporation have been prepared in conformity with the United States of America generally accepted accounting principles (“U.S. GAAP”), which requires management to make estimates and judgments that affect the reported amount of assets, liabilities, revenue, and expenses and disclosure of contingent assets and liabilities in the accompanying financial statements. The most significant of these estimates includes the estimate of costs to complete long-term contracts under the percentage-of-completion accounting methods, the estimate of useful lives for property, plant, and equipment, cash flow estimates used for testing the recoverability of assets, pension plan and postretirement obligation assumptions, estimates for inventory obsolescence, estimates for the valuation and useful lives of intangible assets, warranty reserves, legal reserves, and the estimate of future environmental costs. Actual results may differ from these estimates. In the opinion of management, all adjustments considered necessary for a fair presentation have been reflected in these financial statements.

The unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Corporation’s 2010 Annual Report on Form 10-K, as amended. The results of operations for interim periods are not necessarily indicative of trends or of the operating results for a full year.

RECENTLY ISSUED ACCOUNTING STANDARDS

ADOPTION OF NEW STANDARDS

Revenue Recognition – Milestone Method

In April 2010, new guidance was issued that provides the criteria that should be met for determining whether the milestone method of revenue recognition is appropriate, as well as the associated disclosure requirements. The new guidance clarifies that a vendor can recognize consideration that is contingent on achieving a milestone as revenue in the period in which the milestone is achieved only if the milestone meets all criteria to be considered substantive. The new guidance is effective for fiscal years beginning after June 15, 2010. The adoption of this guidance did not have a material impact on the Corporation’s results of operations or financial condition.

Revenue Arrangements with Multiple Deliverables

In September 2009, new guidance was issued on revenue arrangements with multiple deliverables. The new guidance modifies the requirements for determining whether a deliverable can be treated as a separate unit of accounting by removing the criteria that verifiable and objective evidence of fair value exists for undelivered items, establishes a selling price hierarchy to help entities allocate arrangement consideration to separate units of account, requires the relative selling price allocation method for all arrangements, and expands required disclosures. The new guidance is effective for fiscal years beginning after June 15, 2010. The adoption of this guidance did not have a material impact on the Corporation's results of operations or financial condition.

#### Certain Revenue Arrangements That Include Software Elements

In September 2009, new guidance was issued on certain revenue arrangements that include software elements. The new guidance amended past guidance on software revenue recognition to exclude from scope all tangible products containing both software and non-software elements that function together to interdependently deliver the product's essential functionality. The new guidance is effective for fiscal years beginning after June 15, 2010. The adoption of this guidance did not have a material impact on the Corporation's results of operations or financial condition.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

STANDARDS ISSUED BUT NOT YET EFFECTIVE

Fair Value Measurement: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (“IFRS”)

In May 2011, new guidance was issued that amends the current fair value measurement and disclosure guidance to increase transparency around valuation inputs and investment categorization. The new guidance does not extend the use of fair value accounting, but provides guidance on how it should be applied where its use is already required or permitted by other standards within U.S. GAAP or IFRS. The new guidance is effective for annual and interim reporting periods beginning on or after December 15, 2011 and is to be adopted prospectively as early adoption is not permitted. The adoption of this guidance is not expected to have a material impact on the Corporation’s results of operations or financial condition.

Other Comprehensive Income: Presentation of Comprehensive Income

In June 2011, new guidance was issued that amends the current comprehensive income guidance. The amendment allows the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single or continuous statement of comprehensive income or in two separate but consecutive statements. The amendments in this update do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The new guidance is to be applied retrospectively and is effective for fiscal years, and interim periods, beginning after December 15, 2011. The adoption of this new guidance will not have an impact on the Corporation’s consolidated financial position, results of operations or cash flows as it only requires a change in the format of the current presentation of other comprehensive income.

Intangibles—Goodwill and Other: Testing Goodwill for Impairment

In September 2011, an accounting standard update regarding testing of goodwill for impairment was issued. This standard update gives companies the option to perform a qualitative assessment to first assess whether the fair value of a reporting unit is less than its carrying amount. If an entity determines it is not more likely than not that the fair value of the reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. The new guidance is to be applied prospectively effective for annual and interim goodwill impairment tests beginning after December 15, 2011, with early adoption permitted. The adoption of this standard is not expected to have a material impact on the Corporation’s results of operations or financial condition.

2. ACQUISITIONS/DIVESTITURES

The Corporation acquired five businesses and sold the assets of two businesses during the nine months ended September 30, 2011, described in more detail below.

The acquisitions have been accounted for as purchases under the guidance for business combinations, where the excess of the purchase price over the estimated fair value of the tangible and intangible assets acquired is generally recorded as goodwill. The Corporation allocates the purchase price, including the value of identifiable intangibles with a finite life, based upon analysis and input from third party appraisals. The purchase price allocation will be

finalized no later than twelve months from acquisition. The results of the acquired businesses have been included in the consolidated financial results of the Corporation from the date of acquisition in the segment indicated.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
 NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED)

## Flow Control Segment

## Legacy Distribution Business

On July 29, 2011, the Corporation sold the assets of the legacy distribution business within in its oil and gas division to McJunkin Red Man Corporation for \$4.6 million in cash, subject to adjustment based on closing inventory values. Working capital, exclusive of inventory, was retained by the Corporation. The determination was made to divest the business as it was not considered a core business of the Corporation. The disposal resulted in a loss of less than \$0.2 million and was not reported as discontinued operations as the amounts are not considered significant. This business contributed \$13.7 million in sales and a pretax loss of \$0.3 million for the year ended December 31, 2010.

## Douglas Equipment Ltd.

On April 6, 2011, the Corporation acquired the assets of Douglas Equipment Ltd. (“Douglas”) for £12.3 million (\$20.1 million) in cash. The Business Transfer Agreement contains customary representations and warranties, including a portion of the purchase price deposited into escrow as security for potential indemnification claims against the seller. Management funded the purchase from the Corporation’s revolving credit facility.

Douglas designs and manufactures aircraft handling systems for the defense and commercial aerospace markets and will operate within the Marine & Power Products division of the Corporation’s Flow Control segment. Douglas has approximately 135 employees and is headquartered in Cheltenham, U.K. Revenues of the acquired business were approximately \$28 million for the year ended 2010.

The purchase price of the acquisition has been allocated to the tangible and intangible assets and liabilities assumed with the remainder recorded as goodwill on the basis of estimated fair values, as follows:

| (US dollars, in thousands)         | Douglas  |
|------------------------------------|----------|
| Accounts receivable                | \$ 852   |
| Inventory                          | 11,831   |
| Property, plant, and equipment     | 672      |
| Other current assets               | 402      |
| Intangible assets                  | 6,697    |
| Current liabilities                | (6,159 ) |
| Net tangible and intangible assets | 14,295   |
| Purchase price                     | 20,095   |
| Goodwill                           | \$ 5,800 |
| Goodwill tax deductible            | Yes      |

## Motion Control Segment

## Hydro-pneumatic (“Hydrop”) product line

On September 29, 2011, the Corporation sold the assets of the Hydrop suspension business, a product line of Curtiss-Wright Antriebstechnik GmbH (CWAT) in Switzerland, to Stromsholmen AB, a subsidiary of the Barnes Group for CHF 3.14 million (\$3.5 million) in cash. Trade accounts receivable and payable were retained by the Corporation. The determination was made to divest the business as it was not considered a core business of the Corporation. The disposal resulted in a \$1.3 million pre-tax gain and was not reported as discontinued operations as the amounts are not considered significant. This business contributed \$0.8 million in sales for the year ended December 31, 2010.



CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

ACRA Control Ltd.

On July 28, 2011, the Corporation acquired the stock of ACRA Control Ltd. (“ACRA”) for €42.0 million (approximately \$60.2 million) in cash, net of cash acquired. The Share Purchase Agreement contains customary representations and warranties, including a portion of the purchase price deposited into escrow as security for potential indemnification claims against the seller. Management funded the purchase primarily from the Corporation’s revolving credit facility and cash generated from foreign operations.

ACRA is a supplier of data acquisition systems and networks, data recorders, and telemetry ground stations for both defense and commercial aerospace markets and will operate within the Integrated Sensing division of the Corporation’s Motion Control segment. ACRA had 128 employees on the date of acquisition, and operates from a leased facility in Dublin, Ireland. ACRA had revenues of approximately €20.5 million (\$27.1 million) for its fiscal year ended March 31, 2011.

Predator Systems, Inc.

On January 7, 2011, the Corporation acquired all the issued and outstanding stock of Predator Systems, Inc. (“PSI”), for \$13.5 million in cash. The Stock Purchase Agreement contains customary representations and warranties, including a portion of the purchase price deposited into escrow as security for potential indemnification claims against the seller. Management funded the purchase from the Corporation’s revolving credit facility.

PSI designs and manufactures motion control components and subsystems for ground defense, ordnance guidance, and aerospace applications, and will operate within the Flight Systems division of the Corporation’s Motion Control segment. PSI had 45 employees as of the date of the acquisition and is headquartered in Boca Raton, FL. Revenues of the acquired business were approximately \$8 million for the year ended December 31, 2010.

The purchase price of the acquisitions have been allocated to the tangible and intangible assets and liabilities assumed with the remainder recorded as goodwill on the basis of estimated fair values, as follows:

| (US dollars, in thousands)         | ACRA     | PSI    | Total    |
|------------------------------------|----------|--------|----------|
| Accounts receivable                | \$8,451  | 862    | \$9,313  |
| Inventory                          | 6,545    | 1,856  | 8,401    |
| Property, plant, and equipment     | 1,601    | 2,100  | 3,701    |
| Other current assets               | 456      | 67     | 523      |
| Intangible assets                  | 17,069   | 4,700  | 21,769   |
| Current liabilities                | (6,831 ) | (190 ) | (7,021 ) |
| Deferred income taxes              | (2,281 ) | -      | (2,281 ) |
| Net tangible and intangible assets | 25,010   | 9,395  | 34,405   |
| Purchase price                     | 60,245   | 13,503 | 73,748   |
| Goodwill                           | \$35,235 | 4,108  | \$39,343 |
| Goodwill tax deductible            | No       | Yes    |          |



CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
 NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED)

### Metal Treatment Segment

#### IMR Test Labs

On July 22, 2011, the Corporation acquired the assets of IMR Test Labs (“IMR”) for approximately \$20.0 million in cash, with \$18.0 million paid at closing and the remaining \$2.0 million held back as security for potential indemnification claims against the seller. The Asset Purchase Agreement contains customary representations and warranties, and provides for contingent consideration of \$1.6 million, based on achievement of certain sales targets over a two-year period. Management funded the purchase primarily from the Corporation’s revolving credit facility, and excess cash on hand.

IMR is a provider of mechanical and metallurgical testing services for the aerospace, power generation, and general industrial markets and diversifies the Metal Treatment segment with new, synergistic offerings. The business has approximately 115 employees at three operating facilities located in Ithaca, NY, Portland, OR and Louisville, KY. Revenues of the acquired business were approximately \$14 million for the year ended December 31, 2010.

#### Surface Technologies Division of BASF Corporation

On April 8, 2011, the Corporation acquired certain assets of BASF Corporation’s Surface Technologies (“BASF”) business for \$20.5 million in cash. The Asset Purchase Agreement contains customary representations and warranties and provides for a purchase price adjustment based on the value of the closing day inventory. The purchase price adjustment is reflected in the disclosed purchase price. Management funded the purchase from the Corporation’s revolving credit facility.

The Surface Technologies business is a supplier of metallic and ceramic thermal spray coatings primarily for the aerospace and power generation markets and expands the coatings capabilities within the Corporation’s Metal Treatment segment. The business has approximately 150 employees at three operating facilities located in East Windsor, CT, Wilmington, MA and Duncan, SC. Revenues of the acquired business were approximately \$29 million for the year ended December 31, 2010.

The purchase price of the acquisitions have been allocated to the tangible and intangible assets and liabilities assumed with the remainder recorded as goodwill on the basis of estimated fair values, as follows:

| (In thousands)                     | BASF   | IMR      | Total    |
|------------------------------------|--------|----------|----------|
| Accounts receivable                | \$-    | 2,050    | \$2,050  |
| Inventory                          | 1,514  | -        | 1,514    |
| Property, plant, and equipment     | 12,774 | 3,125    | 15,899   |
| Other current assets               | -      | 134      | 134      |
| Intangible assets                  | 3,000  | 3,830    | 6,830    |
| Current liabilities                | (263 ) | (519 )   | (782 )   |
| Other liabilities                  | -      | (1,956 ) | (1,956 ) |
| Holdback                           | -      | (2,000 ) | (2,000 ) |
| Net tangible and intangible assets | 17,025 | 4,664    | 21,689   |
| Purchase price                     | 20,501 | 18,000   | 38,501   |

|                         |         |        |          |
|-------------------------|---------|--------|----------|
| Goodwill                | \$3,476 | 13,336 | \$16,812 |
| Goodwill tax deductible | Yes     | Yes    |          |

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

### 3. RECEIVABLES

Receivables at September 30, 2011 and December 31, 2010 include amounts billed to customers, claims, other receivables, and unbilled charges on long-term contracts consisting of amounts recognized as sales but not billed. Substantially all amounts of unbilled receivables are expected to be billed and collected within one year.

The composition of receivables is as follows:

|   | (In thousands)        |                      |
|---|-----------------------|----------------------|
|   | September 30,<br>2011 | December 31,<br>2010 |
| Billed receivables:                                 |                       |                      |
| Trade and other receivables                         | \$ 354,543            | \$ 282,483           |
| Less: Allowance for doubtful accounts               | (6,822 )              | (3,972 )             |
| Net billed receivables                              | 347,721               | 278,511              |
| Unbilled receivables:                               |                       |                      |
| Recoverable costs and estimated earnings not billed | 228,563               | 210,766              |
| Less: Progress payments applied                     | (25,287 )             | (27,645 )            |
| Net unbilled receivables                            | 203,276               | 183,121              |
| Receivables, net                                    | \$ 550,997            | \$ 461,632           |

### 4. INVENTORIES

Inventoried costs contain amounts relating to long-term contracts and programs with long production cycles, a portion of which will not be realized within one year. Inventories are valued at the lower of cost (principally average cost) or market. The composition of inventories is as follows:

|  | (In thousands)           |                         |
|--|--------------------------|-------------------------|
|  | September<br>30,<br>2011 | December<br>31,<br>2010 |
| Raw material   | \$ 161,157               | \$ 147,950              |
| Work-in-process  | 103,595                  | 69,302                  |
| Finished goods and component parts   | 78,998                   | 73,419                  |
| Inventoried costs related to U.S. Government and other long-term contracts | 39,622                   | 41,029                  |
| Gross inventories  | 383,372                  | 331,700                 |
| Less: Inventory reserves   | (44,134 )                | (41,596 )               |
| Progress payments applied, principally related to long-term contracts      | (10,284 )                | (9,001 )                |
| Inventories, net   | \$ 328,954               | \$ 281,103              |



CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
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## 5. GOODWILL

The Corporation accounts for acquisitions by assigning the purchase price to acquired tangible and intangible assets and liabilities assumed. Assets acquired and liabilities assumed are recorded at their fair values, and the excess of the purchase price over the amounts assigned is recorded as goodwill.

The changes in the carrying amount of goodwill for the nine months ended September 30, 2011 are as follows:

|   | (In thousands)  |                   |                    | Consolidated |
|---|-----------------|-------------------|--------------------|--------------|
|   | Flow<br>Control | Motion<br>Control | Metal<br>Treatment |              |
| December 31, 2010                       | \$310,047       | \$354,607         | \$28,918           | \$ 693,572   |
| Acquisitions                            | 5,800           | 39,343            | 16,812             | 61,955       |
| Divestitures                            | (540 )          | (1,170 )          | -                  | (1,710 )     |
| Foreign currency translation adjustment | (2,438 )        | (5,186 )          | (68 )              | (7,692 )     |
| Goodwill adjustments                    | -               | (4,039 )          | -                  | (4,039 )     |
| September 30, 2011                      | \$312,869       | \$383,555         | \$45,662           | \$ 742,086   |

The purchase price allocations relating to the businesses acquired are initially based on estimates. The Corporation adjusts these estimates based upon final analysis including input from third party appraisals, when deemed appropriate. The determination of fair value is finalized no later than twelve months from acquisition. Goodwill adjustments represent subsequent adjustments to the purchase price allocation for acquisitions as determined by the respective accounting guidance requirements based on the date of acquisition.

## 6. OTHER INTANGIBLE ASSETS, NET

Intangible assets are generally the result of acquisitions and consist primarily of purchased technology and customer related intangibles. Intangible assets are amortized over useful lives that range between 1 to 20 years.

The following tables present the cumulative composition of the Corporation's intangible assets and include \$9.9 million of indefinite lived intangible assets within Other intangible assets for both periods presented.

|                              | (In thousands) |                             |           |
|------------------------------|----------------|-----------------------------|-----------|
|                              | Gross          | Accumulated<br>Amortization | Net       |
| September 30, 2011           |                |                             |           |
| Technology                   | \$151,737      | \$ (62,298 )                | \$89,439  |
| Customer related intangibles | 203,790        | (73,989 )                   | 129,801   |
| Other intangible assets      | 43,019         | (13,981 )                   | 29,038    |
| Total                        | \$398,546      | \$ (150,268 )               | \$248,278 |

|                   | (In thousands) |                             |          |
|-------------------|----------------|-----------------------------|----------|
|                   | Gross          | Accumulated<br>Amortization | Net      |
| December 31, 2010 |                |                             |          |
| Technology        | \$148,820      | \$ (54,994 )                | \$93,826 |

|                              |           |               |           |
|------------------------------|-----------|---------------|-----------|
| Customer related intangibles | 189,567   | (68,663 )     | 120,904   |
| Other intangible assets      | 37,005    | (11,538 )     | 25,467    |
| Total                        | \$375,392 | \$ (135,195 ) | \$240,197 |

Intangible assets acquired from the Corporation's current year acquisitions include Technology of \$10.2 million, Customer related intangibles of \$21.4 million, and Other intangible assets of \$3.7 million.

Total intangible amortization expense for the nine months ended September 30, 2011 was \$21.5 million. The estimated amortization expense for the five years ending December 31, 2011 through 2015 is \$27.5 million, \$26.0 million, \$24.3 million, \$23.0 million, and \$21.7 million, respectively.



CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
 NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
 (UNAUDITED)

7. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Corporation uses financial instruments, such as forward foreign exchange and currency option contracts, to hedge a portion of existing and anticipated foreign currency denominated transactions. The purpose of the Corporation's foreign currency risk management program is to reduce volatility in earnings caused by exchange rate fluctuations. The Corporation does not elect to receive hedge accounting treatment, and thus records forward foreign exchange and currency option contracts at fair value, with the gain or loss on these transactions recorded into earnings in the period in which they occur. The Corporation does not use derivative financial instruments for trading or speculative purposes.

All derivative assets are required to be recognized as either assets or liabilities at fair value in the Condensed Consolidated Balance Sheets based upon quoted market prices for comparable instruments. These instruments are classified as Other current liabilities and Other current assets. The Corporation utilizes the bid ask pricing that is common in the dealer markets. The dealers are ready to transact at these prices which use the mid-market pricing convention and are considered to be at fair market value. Based upon the fair value hierarchy, all of the foreign exchange derivative forwards are valued at a Level 2 measurement (observable market based inputs or unobservable inputs that are corroborated by market data). The derivative gains and losses are classified within General and administrative expenses in the Condensed Consolidated Statement of Earnings.

|   | (In thousands)           |   |                         |  |      |
|---|--------------------------|---|-------------------------|--|------|
|   | September<br>30,<br>2011 |   | December<br>31,<br>2010 |  |      |
| Foreign exchange contracts:                     |                          |   |                         |  |      |
| Other current assets                            | \$89                     |   | \$532                   |  |      |
| Other current liabilities                       | \$1,048                  |   | \$309                   |  |      |
|   |                          |   |                         |  |      |
|   |                          | Three Months Ended<br>September 30,<br>2011 | 2010                    | Nine Months Ended<br>September 30,<br>2011 | 2010 |
| Foreign exchange contracts:                     |                          |   |                         |  |      |
| General and administrative expenses (loss) gain | \$(2,995)                | \$(1,485)                                   | \$(2,052)               | \$299                                      |      |

Debt

The estimated fair value amounts were determined by the Corporation using available market information which is primarily based on quoted market prices for the same or similar issues as of September 30, 2011. The estimated fair values of the Corporation's fixed rate debt instruments at September 30, 2011 aggregated to \$308 million compared to a carrying value of \$275 million.

The carrying amount of the variable interest rate debt approximates fair value because the interest rates are reset periodically to reflect current market conditions.

The fair values described above may not be indicative of net realizable value or reflective of future fair values. Furthermore, the use of different methodologies to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
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## 8. WARRANTY RESERVES

The Corporation provides its customers with warranties on certain commercial and governmental products. Estimated warranty costs are charged to expense in the period the related revenue is recognized based on quantitative historical experience. Estimated warranty costs are reduced as these costs are incurred and as the warranty period expires or may be otherwise modified as specific product performance issues are identified and resolved. Warranty reserves are included within Other current liabilities in the Condensed Consolidated Balance Sheets. The following table presents the changes in the Corporation's warranty reserves:

|  | (In thousands) |           |
|--|----------------|-----------|
|  | 2011           | 2010      |
| Warranty reserves at January 1,                | \$ 14,841      | \$ 13,479 |
| Provision for current year sales               | 6,629          | 5,138     |
| Current year claims                            | (3,059 )       | (4,203 )  |
| Change in estimates to pre-existing warranties | (1,589 )       | (1,177 )  |
| Increase due to acquisitions                   | -              | 25        |
| Foreign currency translation adjustment        | (110 )         | 44        |
| Warranty reserves at September 30,             | \$ 16,712      | \$ 13,306 |

## 9. FACILITIES RELOCATION AND RESTRUCTURING

### 2009 and 2010 Restructuring Plans

In 2009 and 2010, the Corporation completed a plan to restructure existing operations through a reduction in workforce and consolidation of operating locations both domestically and internationally. During the nine months ended September 30, 2010, the Corporation incurred costs of \$2.9 million consisting of severance costs to involuntarily terminate certain employees, relocation costs, exit activities of certain facilities, including lease cancellation costs and external legal and consulting fees. These costs were recorded in the Condensed Consolidated Statement of Earnings within General and administrative expenses, Costs of sales, Selling expenses, and Research and development expenses for \$1.6 million, \$1.1 million, \$0.1 million, and \$0.1 million, respectively. During 2010, the Corporation incurred total costs of \$3.0 million related to this initiative in the Condensed Consolidated Statement of Earnings within General and administrative expenses, Cost of sales, and Selling expenses for \$1.7 million, \$1.2 million, and \$0.1 million, respectively.

### Oil and Gas Restructuring Initiative

During the fourth quarter of 2010, the Corporation initiated a restructuring plan within its Oil and Gas division, of the Flow Control segment. The objective of this initiative is to streamline the division's workflow and consolidate existing facilities. In the fourth quarter of 2010 and during the nine months ended September 30, 2011, the Corporation recorded charges of \$0.5 million and \$0.2 million, respectively, related to severance and benefit costs as part of this initiative. These costs are recorded within General and administrative expenses in the Condensed Consolidated Statement of Earnings. As of September 30, 2011, approximately \$0.5 million in payments have been made with the remaining payments expected to be made by December 31, 2011. The Corporation does not anticipate incurring any additional significant costs associated with this plan. However, the Corporation is currently evaluating additional

restructuring activities within the Oil and Gas division.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

## 10. PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

The following tables are consolidated disclosures of all domestic and foreign defined pension plans as described in the Corporation's 2010 Annual Report on Form 10-K, as amended. The postretirement benefits information includes the domestic Curtiss-Wright Corporation and EMD postretirement benefit plans, as there are no foreign postretirement benefit plans.

### Pension Plans

The components of net periodic pension cost for the three and nine months ended September 30, 2011 and 2010 are as follows:

|                                | (In thousands)                      |          |                                    |           |
|--------------------------------|-------------------------------------|----------|------------------------------------|-----------|
|                                | Three Months Ended<br>September 30, |          | Nine Months Ended<br>September 30, |           |
|                                | 2011                                | 2010     | 2011                               | 2010      |
| Service cost                   | \$ 9,346                            | \$ 7,281 | \$ 28,002                          | \$ 21,356 |
| Interest cost                  | 6,563                               | 7,112    | 19,671                             | 19,669    |
| Expected return on plan assets | (7,994 )                            | (7,744 ) | (23,956 )                          | (21,651 ) |
| Amortization of:               |                                     |          |                                    |           |
| Prior service cost             | 303                                 | 276      | 903                                | 833       |
| Unrecognized actuarial loss    | 1,243                               | 1,029    | 3,732                              | 2,561     |
| Net periodic benefit cost      | \$ 9,461                            | \$ 7,954 | \$ 28,352                          | \$ 22,768 |
| Curtailment loss               | -                                   | 106      | 53                                 | 75        |
| Total periodic benefit cost    | \$ 9,461                            | \$ 8,060 | \$ 28,405                          | \$ 22,843 |

During the nine months ended September 30, 2011, the Corporation made \$34 million in contributions to the Curtiss-Wright Pension Plan, and expects to make no further contributions in 2011. However, the Corporation does expect to make contributions of approximately \$45 to \$50 million in 2012. In addition, contributions of \$4.0 million were made to the Corporation's foreign benefit plans during the nine months ended September 30, 2011. Contributions to the foreign benefit plans are expected to be \$4.5 million in 2011.

### Other Postretirement Benefit Plans

The components of the net postretirement benefit cost for the Curtiss-Wright and EMD postretirement benefit plans for the three and nine months ended September 30, 2011 and 2010 are as follows:

|                  | (In thousands)                      |      |                                    |       |
|------------------|-------------------------------------|------|------------------------------------|-------|
|                  | Three Months Ended<br>September 30, |      | Nine Months Ended<br>September 30, |       |
|                  | 2011                                | 2010 | 2011                               | 2010  |
| Service cost     | \$93                                | \$82 | \$281                              | \$460 |
| Interest cost    | 250                                 | 188  | 751                                | 1,056 |
| Amortization of: |                                     |      |                                    |       |

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|  |         |          |          |        |
|--|---------|----------|----------|--------|
| Prior service cost                         | (158 )  | -        | (472 )   | -      |
| Unrecognized actuarial gain                | (231 )  | (564 )   | (694 )   | (876 ) |
| Net periodic postretirement (cost) benefit | \$(46 ) | \$(294 ) | \$(134 ) | \$640  |

The reduction in the net periodic postretirement benefit cost is a result of modifications to the EMD Plan benefit design for post 65-retirees which went into effect on January 1, 2011. The change reduced the benefit obligation by approximately \$7.0 million.

During the nine months ended September 30, 2011, the Corporation paid \$0.9 million to the postretirement plans. During 2011, the Corporation anticipates making total contributions of \$1.6 million to the postretirement plans.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
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## 11. EARNINGS PER SHARE

Diluted earnings per share were computed based on the weighted average number of shares outstanding plus all potentially dilutive common shares. A reconciliation of basic to diluted shares used in the earnings per share calculation is as follows:

|  | (In thousands, except stock options outstanding) |        |                   |        |
|--|--|--------|-------------------|--------|
|  | Three Months Ended                               |        | Nine Months Ended |        |
|  | September 30,                                    |        | September 30,     |        |
|  | 2011   | 2010   | 2011              | 2010   |
| Basic weighted average shares outstanding                        | 46,466   | 45,898 | 46,328            | 45,765 |
| Dilutive effect of stock options and deferred stock compensation | 470  | 378    | 650               | 488    |
| Diluted weighted average shares outstanding                      | 46,936   | 46,276 | 46,978            | 46,253 |

As of September 30, 2011 and 2010 there were 2,779,000 and 2,064,000 stock options outstanding, respectively, that could potentially dilute earnings per share in the future, which were excluded from the computation of diluted earnings per share as they would be considered anti-dilutive.

## 12. SEGMENT INFORMATION

The Corporation manages and evaluates its operations based on the products and services it offers and the different markets it serves. Based on this approach, the Corporation has three reportable segments: Flow Control, Motion Control, and Metal Treatment.

|                                | (In thousands)     |            |                   |              |
|--------------------------------|--------------------|------------|-------------------|--------------|
|                                | Three Months Ended |            | Nine Months Ended |              |
|                                | September 30,      |            | September 30,     |              |
|                                | 2011               | 2010       | 2011              | 2010         |
| Net sales                      |                    |            |                   |              |
| Flow Control                   | \$ 265,249         | \$ 249,255 | \$ 771,005        | \$ 741,842   |
| Motion Control                 | 178,668            | 162,719    | 515,831           | 470,455      |
| Metal Treatment                | 74,158             | 54,437     | 209,478           | 163,266      |
| Less: Intersegment revenues    | (2,079 )           | (598 )     | (3,563 )          | (5,810 )     |
| Total consolidated             | \$ 515,996         | \$ 465,813 | \$ 1,492,751      | \$ 1,369,753 |
| Operating income (expense)     |                    |            |                   |              |
| Flow Control                   | \$ 24,836          | \$ 26,030  | \$ 70,000         | \$ 67,554    |
| Motion Control                 | 18,896             | 21,730     | 53,986            | 54,026       |
| Metal Treatment                | 12,398             | 5,639      | 32,862            | 18,136       |
| Corporate and eliminations (1) | (5,984 )           | (5,313 )   | (13,330 )         | (17,118 )    |
| Total consolidated             | \$ 50,146          | \$ 48,086  | \$ 143,518        | \$ 122,598   |

(1) Corporate and eliminations includes pension expense, environmental remediation and administrative expenses, legal, foreign currency transactional gains and losses, and other expenses.



CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
 NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
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Adjustments to reconcile operating income to earnings before income taxes:

|                              | (In thousands)     |          |                   |           |
|------------------------------|--------------------|----------|-------------------|-----------|
|                              | Three Months Ended |          | Nine Months Ended |           |
|                              | September 30,      |          | September 30,     |           |
|                              | 2011               | 2010     | 2011              | 2010      |
| Total operating income       | \$50,146           | \$48,086 | \$143,518         | \$122,598 |
| Interest expense             | (5,033 )           | (5,815 ) | (15,121 )         | (17,182 ) |
| Other (expense) income, net  | (35 )              | 86       | 50                | 622       |
| Earnings before income taxes | \$45,078           | \$42,357 | \$128,447         | \$106,038 |

|                     | (In thousands) |             |
|---------------------|----------------|-------------|
|                     | September      | December    |
|                     | 30,<br>2011    | 31,<br>2010 |
| Identifiable assets |                |             |
| Flow Control        | \$1,171,222    | \$1,102,417 |
| Motion Control      | 969,801        | 873,074     |
| Metal Treatment     | 283,980        | 233,356     |
| Corporate and other | 26,389         | 33,171      |
| Total consolidated  | \$2,451,392    | \$2,242,018 |

### 13. COMPREHENSIVE (LOSS) INCOME

Total comprehensive (loss) income for the three and nine months ended September 30, 2011 and 2010 are as follows:

|   | (In thousands)     |          |                   |          |
|---|--------------------|----------|-------------------|----------|
|   | Three Months Ended |          | Nine Months Ended |          |
|   | September 30,      |          | September 30,     |          |
|   | 2011               | 2010     | 2011              | 2010     |
| Net earnings                                      | \$34,360           | \$27,784 | \$90,672          | \$70,017 |
| Foreign currency translation adjustments, net     | (44,577 )          | 27,300   | (19,367 )         | 22,061   |
| Defined benefit pension and post retirement plans | 1,488              | 300      | 2,510             | 1,562    |
| Total comprehensive (loss) income                 | \$(8,729 )         | \$55,384 | \$73,815          | \$93,640 |

The equity adjustment from foreign currency translation represents the effect of translating the assets and liabilities of the Corporation's non-U.S. entities. This amount is impacted year-over-year by foreign currency fluctuations and by the acquisitions of foreign entities.



CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

14. CONTINGENCIES AND COMMITMENTS

Legal Proceedings

In January 2007, a former executive was awarded approximately \$9.0 million in punitive and compensatory damages plus legal costs related to a gender bias lawsuit filed in 2003. The Corporation recorded a \$6.5 million reserve related to the lawsuit. In August of 2009, the New Jersey Appellate Division reversed in part and affirmed in part the judgment of the trial court, resulting in the setting aside of the punitive damage award and the front pay award of the Plaintiff's compensatory damages award. The Plaintiff filed a Petition for Certification with the Supreme Court of New Jersey requesting review of the Appellate Division's decision. In December 2010, the Supreme Court of New Jersey issued an opinion reversing the Appellate Division's decision, and reinstated the judgment rendered by the trial court. The Corporation filed a Motion for Reconsideration with the Supreme Court of New Jersey. In the motion, the Corporation requested that the Supreme Court of New Jersey remand the case back to the lower Appellate Division to resolve certain arguments raised by the Corporation regarding the appropriateness of damages. The Supreme Court of New Jersey has granted the Corporation's request for reconsideration and remanded the case back to the lower Appellate Division to decide the remaining undecided arguments raised by the Corporation. In September 2011, the Appellate Court heard argument on the remaining unresolved issues in the case. To date, there has been no decision rendered by the Appellate Court. The total reserve related to the lawsuit as of September 30, 2011 is approximately \$10.3 million and recorded within Other current liabilities of the Condensed Consolidated Balance Sheets.

Consistent with other entities its size, the Corporation is party to a number of legal actions and claims, none of which individually or in the aggregate, in the opinion of management, are expected to have a material adverse effect on the Corporation's results of operations or financial position.

Environmental Matters

The Corporation's environmental obligations have not changed significantly from December 31, 2010. The aggregate environmental liability was \$20.7 million at September 30, 2011 and \$20.8 million at December 31, 2010. All environmental reserves exclude any potential recovery from insurance carriers or third-party legal actions.

The Corporation, through its Flow Control segment, has several NRC licenses necessary for the continued operation of its commercial nuclear operations. In connection with these licenses, the NRC required financial assurance from the Corporation in the form of a parent company guarantee, representing estimated environmental decommissioning and remediation costs associated with the commercial operations covered by the licenses. The guarantee for the decommissioning costs of the refurbishment facility, which is estimated for 2017, is \$4.5 million.

Letters of Credit and Other Arrangements

The Corporation enters into standby letters of credit agreements and guarantees with financial institutions and customers primarily relating to guarantees of repayment on certain Industrial Revenue Bonds, future performance on certain contracts to provide products and services, and to secure advance payments the Corporation has received from certain international customers. At September 30, 2011 and December 31, 2010, the Corporation had contingent liabilities on outstanding letters of credit of \$59.6 million and \$47.0 million, respectively.

AP1000 Program

The Corporation's Electro-Mechanical Division is the reactor coolant pump ("RCP") supplier for the Westinghouse AP1000 nuclear power plants under construction in China. The first RCP was scheduled for delivery in the fourth quarter of 2011. During the final phase of testing, the Corporation detected a localized heating issue in the pump stator. The Corporation is taking the necessary steps to ensure the long-term reliability and safety of the RCP. As a result of addressing the heating issue, the Corporation increased the estimated contract costs in the second quarter of 2011, which did not result in a material impact to the Corporation's financial results. Based upon current negotiations with the customer, the Corporation believes that the existing contract will be modified to reflect revised delivery dates and that any damage or incentive provisions will be revised accordingly. Based upon the information available, the Corporation does not believe that the ultimate outcome will result in a material impact to its operations or cash flows.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
NOTES to CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
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15. SUBSEQUENT EVENTS

South Bend Controls

On October 11, 2011, the Corporation acquired the assets of South Bend Controls for \$10 million in cash. South Bend Controls is a leading designer and manufacturer of highly engineered, solenoid-based components used in critical applications serving the aerospace, defense, industrial and medical markets. Revenues of the acquired business were approximately \$8 million in 2010. The business will operate within the Corporation's Motion Control segment.

CURTISS WRIGHT CORPORATION and SUBSIDIARIES  
PART I- ITEM 2  
MANAGEMENT'S DISCUSSION and ANALYSIS  
FINANCIAL CONDITION and RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

Except for historical information, this Quarterly Report on Form 10-Q may be deemed to contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include, but are not limited to: (a) projections of or statements regarding return on investment, future earnings, interest income, sales, volume, other income, earnings or loss per share, growth prospects, capital structure, and other financial terms, (b) statements of plans and objectives of management, (c) statements of future economic performance, and (d) statements of assumptions, such as economic conditions underlying other statements. Such forward-looking statements can be identified by the use of forward-looking terminology such as "anticipates," "believes," "continue," "could," "estimate," "expects," "intend," "may," "might," "outlook," "potential," "predict," "should," as well as the negative of any of the foregoing or variations of such terms or comparable terminology, or by discussion of strategy. No assurance may be given that the future results described by the forward-looking statements will be achieved. While we believe these forward-looking statements are reasonable, they are only predictions and are subject to known and unknown risks, uncertainties, and other factors, many of which are beyond our control, which could cause actual results, performance or achievement to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, those described in "Item 1A. Risk Factors" of our 2010 Annual Report on Form 10-K, as amended, and elsewhere in that report, those described in this Quarterly Report on Form 10-Q, and those described from time to time in our future reports filed with the Securities and Exchange Commission. Such forward-looking statements in this Quarterly Report on Form 10-Q include, without limitation, those contained in Item 1. Financial Statements and Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. These forward-looking statements speak only as of the date they were made and we assume no obligation to update forward-looking statements to reflect actual results or changes in or additions to the factors affecting such forward-looking statements.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
MANAGEMENT'S DISCUSSION and ANALYSIS of  
FINANCIAL CONDITION and RESULTS OF OPERATIONS, continued

## COMPANY ORGANIZATION

Curtiss-Wright Corporation is a diversified, multinational provider of highly engineered, technologically advanced, value-added products and services to a broad range of markets in the flow control, motion control, and metal treatment industries. We are positioned as a market leader across a diversified array of niche markets through engineering and technological leadership, precision manufacturing, and strong relationships with our customers. We provide products and services to a number of global markets, such as defense, commercial aerospace, commercial nuclear power generation, oil and gas, and general industrial. We have achieved balanced growth through the successful application of our core competencies in engineering and precision manufacturing, adapting these competencies to new markets through internal product development, and a disciplined program of strategic acquisitions. Our overall strategy is to be a balanced and diversified company, less vulnerable to cycles or downturns in any one market, and to establish strong positions in profitable niche markets. Approximately 40% of our revenues are generated from defense-related markets.

We manage and evaluate our operations based on the products and services we offer and the different industries and markets we serve. Based on this approach, we have three reportable segments: Flow Control, Motion Control, and Metal Treatment. For further information on our products and services and the major markets served by our three segments, please refer to our 2010 Annual Report on Form 10-K, as amended.

## RESULTS OF OPERATIONS

### Analytical Definitions

Throughout management's discussion and analysis of financial condition and results of operations, the term "incremental" maybe used to explain changes from period to period. The term "incremental" is used to highlight the impact acquisitions had on the current year results, for which there was no comparable prior year period. Therefore, the results of operations for acquisitions are incremental for the first twelve months from the date of acquisition.

The discussion below is structured to separately discuss our Consolidated Statement of Earnings, Results by Business Segment, and our Liquidity and Capital Resources.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
MANAGEMENT'S DISCUSSION and ANALYSIS of  
FINANCIAL CONDITION and RESULTS OF OPERATIONS, continued

|                              | (In thousands)                      |           |                |                                    |             |                |       |    |
|------------------------------|-------------------------------------|-----------|----------------|------------------------------------|-------------|----------------|-------|----|
|                              | Three Months Ended<br>September 30, |           |                | Nine Months Ended<br>September 30, |             |                |       |    |
|                              | 2011                                | 2010      | % of<br>change | 2011                               | 2010        | % of<br>change |       |    |
| <b>Sales</b>                 |                                     |           |                |                                    |             |                |       |    |
| Flow Control                 | \$265,248                           | \$249,255 | 6.4            | %                                  | \$770,996   | \$741,841      | 3.9   | %  |
| Motion Control               | 176,855                             | 162,305   | 9.0            | %                                  | 513,147     | 465,302        | 10.3  | %  |
| Metal Treatment              | 73,893                              | 54,253    | 36.2           | %                                  | 208,608     | 162,610        | 28.3  | %  |
| Total sales                  | \$515,996                           | \$465,813 | 10.8           | %                                  | \$1,492,751 | \$1,369,753    | 9.0   | %  |
| <b>Operating income</b>      |                                     |           |                |                                    |             |                |       |    |
| Flow Control                 | \$24,836                            | \$26,030  | (4.6           | %)                                 | \$70,000    | \$67,554       | 3.6   | %  |
| Motion Control               | 18,896                              | 21,730    | (13.0          | %)                                 | 53,986      | 54,026         | (0.1  | %) |
| Metal Treatment              | 12,398                              | 5,639     | 119.9          | %                                  | 32,862      | 18,136         | 81.2  | %  |
| Corporate and eliminations   | (5,984 )                            | (5,313 )  | 12.6           | %                                  | (13,330 )   | (17,118 )      | (22.1 | %) |
| Total operating income       | \$50,146                            | \$48,086  | 4.3            | %                                  | \$143,518   | \$122,598      | 17.1  | %  |
| Interest expense             | (5,033 )                            | (5,815 )  | (13.4          | %)                                 | (15,121 )   | (17,182 )      | (12.0 | %) |
| Other (loss) income, net     | (35 )                               | 86        | (140.7         | %)                                 | 50          | 622            | (92.0 | %) |
| Earnings before income taxes | 45,078                              | 42,357    | 6.4            | %                                  | 128,447     | 106,038        | 21.1  | %  |
| Provision for income taxes   | 10,718                              | 14,573    | (26.5          | %)                                 | 37,775      | 36,021         | 4.9   | %  |
| Net earnings                 | \$34,360                            | \$27,784  | 23.7           | %                                  | \$90,672    | \$70,017       | 29.5  | %  |
| New orders                   | \$579,498                           | \$464,976 |                |                                    | \$1,559,670 | \$1,358,883    |       |    |

### Sales

Sales increased \$50 million, or 11%, and \$123 million, or 9%, over the comparable prior year quarter and year-to-date periods, respectively. The increase in sales for the current quarter and first nine months of 2011, primarily reflects higher volume in all segments, with the largest percent increase occurring in the Metal Treatment segment. Acquisitions made in the last twelve months contributed approximately \$27 million and \$52 million, in the current quarter and first nine months of 2011, respectively, while the effect of foreign currency translation increased sales by approximately \$5 million and \$16 million in the current quarter and first nine months of 2011, respectively. Excluding acquisitions, divestitures and foreign currency translation, sales increased 4% over the comparable prior year quarter and year-to-date periods. The table below further depicts our sales by market.





CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
MANAGEMENT'S DISCUSSION and ANALYSIS of  
FINANCIAL CONDITION and RESULTS OF OPERATIONS, continued

(In thousands)

|                      | Three Months Ended<br>September 30, |           |          | Nine Months Ended<br>September 30, |             |          |
|----------------------|-------------------------------------|-----------|----------|------------------------------------|-------------|----------|
|                      | 2011                                | 2010      | % change | 2011                               | 2010        | % change |
| Defense markets:     |                                     |           |          |                                    |             |          |
| Aerospace            | \$76,383                            | \$71,018  | 7.6 %    | \$214,142                          | \$194,328   | 10.2 %   |
| Ground               | 25,566                              | 27,023    | (5.4 %)  | 84,633                             | 87,047      | (2.8 %)  |
| Naval                | 85,836                              | 93,960    | (8.6 %)  | 262,145                            | 255,269     | 2.7 %    |
| Other                | 7,018                               | 5,063     | 38.6 %   | 21,070                             | 19,224      | 9.6 %    |
| Total Defense        | \$194,803                           | \$197,064 | (1.1 %)  | \$581,990                          | \$555,868   | 4.7 %    |
| Commercial markets:  |                                     |           |          |                                    |             |          |
| Commercial Aerospace | \$90,630                            | \$63,553  | 42.6 %   | \$236,142                          | \$183,622   | 28.6 %   |
| Oil and Gas          | 61,813                              | 59,690    | 3.6 %    | 177,827                            | 190,468     | (6.6 %)  |
| Power Generation     | 97,591                              | 82,609    | 18.1 %   | 284,394                            | 258,747     | 9.9 %    |
| General Industrial   | 71,159                              | 62,897    | 13.1 %   | 212,398                            | 181,048     | 17.3 %   |
| Total Commercial     | \$321,193                           | \$268,749 | 19.5 %   | \$910,761                          | \$813,885   | 11.9 %   |
| Total Curtiss-Wright | \$515,996                           | \$465,813 | 10.8 %   | \$1,492,751                        | \$1,369,753 | 9.0 %    |

Commercial sales increased \$53 million, or 20%, and \$97 million, or 12%, over the comparable prior year quarter and year-to-date periods, primarily due to an increase in sales across most of our major markets. The higher sales in the commercial aerospace, general industrial, and power generation markets were primarily due to increased demand for our metal treatment services, increased sales of flight controls on Boeing aircraft as well as our Douglas acquisition, and higher sales in support of AP1000 and other operating reactor projects. The year-to-date increases were partially offset by a year-to-date decline in the oil and gas market, primarily due to the timing of new orders for international capital projects.

Current quarter sales in the defense market decreased \$2 million, or 1%, over the comparable prior year period, mainly due to a decrease in the naval defense market partially offset by an increase in the aerospace defense market. The decrease in the naval defense market is primarily due to the timing of production cycles on the CVN-78 and 79 programs while the increase in the aerospace market is mainly due to higher sales of our embedded computing and sensing products on the Blackhawk.

The increase in defense sales of \$26 million, or 5%, over the comparable prior year-to-date period is primarily due to higher sales in the aerospace defense and naval defense markets. Sales in the aerospace defense market improved due to increases on the V-22 Osprey program and higher sales of our embedded computing and sensing products on the Blackhawk, while the increase in the naval defense market is primarily due to increased production on the Virginia class submarine.

Operating income

Operating income increased \$2 million, or 4%, over the comparable prior year quarter, primarily due to higher sales volume in our Metal Treatment segment resulting in improved absorption of overhead costs, as well as contributions from our 2011 acquisitions of the BASF Surface Technologies Business and IMR Test Labs. This increase was partially offset by lower operating income and operating margins in our Flow Control segment, largely driven by a sharp decline in international capital projects in our oil and gas business. Our Motion Control segment was negatively impacted by unfavorable foreign currency translation, certain strategic investments made during the quarter to position the Company on future defense programs, as well as certain favorable non-recurring contract adjustments that occurred in the prior year. Acquisitions and related adjustments made in the last twelve months had a minimal impact on our current quarter operating income.

Operating income increased \$21 million, or 17%, over the comparable prior year-to-date period primarily due to higher sales volume in our Metal Treatment segment resulting in improved absorption of overhead costs. Operating income in our Flow Control segment improved primarily due to increased sales volume and our cost containment efforts in most of our major markets, partially offset by reduced sales volume in the oil and gas market. Our Motion Control segment was negatively impacted by foreign currency translation, certain strategic investments made during the quarter to position the Company on future defense programs, as well as reduced sales on the Bradley program. Acquisitions and related adjustments made in the last twelve months had a minimal impact on our current quarter operating income.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
MANAGEMENT'S DISCUSSION and ANALYSIS of  
FINANCIAL CONDITION and RESULTS OF OPERATIONS, continued

Non-segment operating expense

The increase in non-segment operating expense for the current quarter of \$1 million is primarily due to foreign exchange gains recognized in the prior year that did not recur in the current year. During the first nine months of 2011, non-segment operating expense decreased \$3 million primarily due to lower unallocated medical costs.

Interest expense

Interest expense for the current quarter and first nine months of 2011 decreased primarily due to lower average debt and interest rates as compared to the same periods in 2010.

Effective tax rate

Our effective tax rate for the current quarter and first nine months of 2011 was 23.8% and 29.4%, respectively, compared to 34.4% and 34.0%, in the prior year periods. The lower quarter-to-date effective tax rate is primarily due to research and development tax credits recognized in the current quarter. The lower year-to-date effective tax rate is primarily due to a \$4.1 million research and development tax credit recognized in the current period as well as a one-time tax charge recorded in the first quarter of the prior year associated with a change in the healthcare law.

Net earnings

Net earnings increased \$7 million in the current quarter and \$21 million in the first nine months of 2011, as compared to the prior year periods. The increase in net earnings for both the current quarter and year-to-date periods is primarily due to the lower effective tax rate, higher operating income, and lower interest expense discussed above.

New orders

New orders for the current quarter and first nine months of 2011 increased by \$115 million and \$201 million, respectively, as compared to the prior year periods. The increase in new orders is primarily due to higher orders in the power generation market that support existing nuclear operating reactors and increased demand in the oil and gas market for maintenance, repairs, and overhaul ("MRO") projects as well as strong demand in the commercial aerospace market due to production rate increases by the OEM's and increased orders in the naval defense market for the CVN 79 program. Acquisitions contributed incremental new orders of \$22 million and \$64 million, to the current year quarter and first nine months of 2011, respectively.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
MANAGEMENT'S DISCUSSION and ANALYSIS of  
FINANCIAL CONDITION and RESULTS OF OPERATIONS, continued

## RESULTS BY BUSINESS SEGMENT

## Flow Control

|                  | (In thousands)     |            |          |                   |            |          |      |      |          |
|------------------|--------------------|------------|----------|-------------------|------------|----------|------|------|----------|
|                  | Three Months Ended |            |          | Nine Months Ended |            |          |      |      |          |
|                  | September 30,      |            |          | September 30,     |            |          |      |      |          |
|                  | 2011               | 2010       | % change | 2011              | 2010       | % change | 2011 | 2010 | % change |
| Sales            | \$ 265,248         | \$ 249,255 | 6.4 %    | \$ 770,996        | \$ 741,841 | 3.9 %    |      |      |          |
| Operating income | 24,836             | 26,030     | (4.6 %)  | 70,000            | 67,554     | 3.6 %    |      |      |          |
| Operating margin | 9.4 %              | 10.4 %     | -100 bps | 9.1 %             | 9.1 %      | 0 bps    |      |      |          |
| New orders       | \$ 308,246         | \$ 207,228 | 48.7 %   | \$ 836,159        | \$ 684,768 | 22.1 %   |      |      |          |

Three months ended September 30, 2011 compared with three months ended September 30, 2010

## Sales

Sales increased \$16 million, or 6%, compared to the prior year period, driven by an increase in the commercial market of 15% partially offset by a decline in the defense market of 9%. The improvement in the commercial market was primarily due to progress on both China and domestic AP1000 reactor projects as well as increased sales in commercial aerospace primarily due to the Douglas acquisition, which contributed \$10 million of sales in the current quarter. Sales in our oil and gas market were essentially flat as compared to the prior year quarter, as strong demand for maintenance, repairs, and overhaul ("MRO") was offset by a slow down for large international capital projects. The sales decrease in the defense market was primarily driven by a decrease in the naval defense market due to the timing of production cycles on the CVN-78 and CVN-79 aircraft carrier programs.

## Operating income

Operating income decreased \$1 million, or 100 basis points, compared to the same period in 2010. The decrease was mainly due to the under absorption of fixed overhead costs in our oil and gas division, primarily the result of delays in new capital projects with international customers, as well as start-up costs relative to our super vessel business. The decrease in our oil and gas division was partially offset by higher sales volume, improved contract performance, and our cost containment efforts in our other major markets.

## New orders

New orders increased \$101 million from the prior year quarter primarily due to higher orders in the naval defense market and increased demand in the oil and gas market for MRO projects. Our acquisition of Douglas contributed \$7 million to new orders for the current period.

Nine months ended September 30, 2011 compared with nine months ended September 30, 2010

## Sales

Sales increased \$29 million, or 4%, in the first nine months of 2011, compared with the same period of 2010, largely due to increases in the power generation, commercial aerospace, and general industrial markets. The increased sales in the power generation market was due to progress on the AP1000 domestic and China reactor projects as well as increased demand on domestic operating reactors. In addition, higher sales of our commercial heating, ventilation, and air conditioning products contributed to the increase in our general industrial market. Our acquisition of Douglas contributed \$16 million of sales to the commercial aerospace market. These increases were partially offset by a decline in the oil and gas market due to delays in international spending on capital projects.

Sales in our defense market were essentially flat despite increased production on the Virginia class submarine, Advanced Arresting Gear and Ford class aircraft carrier programs. These increases were mostly offset by declines in production on certain aircraft carrier programs, particularly the CVN-78 and the Electromagnetic Aircraft Launching System.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
MANAGEMENT'S DISCUSSION and ANALYSIS of  
FINANCIAL CONDITION and RESULTS OF OPERATIONS, continued

### Operating income

Operating income increased \$2 million, while operating margin was flat, compared to the same period in 2010. The improved operating results are primarily due to improved sales volume. Improved operating margin across most of our major markets was partially offset by the under absorption of fixed overhead costs in our oil and gas division, primarily the result of delays in new capital projects with international customers.

### New orders

New orders increased \$151 million, as compared to the prior year period, primarily due to higher orders in the power generation market that support existing nuclear operating reactors as well as increased demand in the oil and gas market for MRO projects. Our acquisition of Douglas contributed \$26 million to new orders for the period.

### Motion Control

|                  | (In thousands)     |           |          |               |           |           |      |          |   |          |
|------------------|--------------------|-----------|----------|---------------|-----------|-----------|------|----------|---|----------|
|                  | Three Months Ended |           |          | September 30, |           |           |      |          |   |          |
|                  | 2011               | 2010      | % change | 2011          |           | 2010      |      | % change |   |          |
| Sales            | \$176,855          | \$162,305 | 9.0      | %             | \$513,147 | \$465,302 | 10.3 | %        |   |          |
| Operating income | 18,896             | 21,730    | (13.0    | %)            | 53,986    | 54,026    | (0.1 | %)       |   |          |
| Operating margin | 10.7               | %         | 13.4     | %             | -270 bps  | 10.5      | %    | 11.6     | % | -110 bps |
| New orders       | \$197,190          | \$203,477 | (3.1     | %)            | \$513,885 | \$511,062 | 0.6  | %        |   |          |

Three months ended September 30, 2011 compared with three months ended September 30, 2010

### Sales

Sales increased \$15 million, or 9%, from the comparable prior year period, driven by increases of 18% and 4%, in the commercial and defense markets, respectively. Acquisitions made within the last twelve months contributed \$5 million to the increase in sales, while the effect of favorable foreign currency translation increased sales by \$2 million.

The growth in the commercial market was primarily due to higher sales of our flight controls products on the Boeing 737, 747, 777, and 787 aircraft. In addition, higher demand for our sensing products contributed to increased sales in the general industrial market. The increase in sales in the defense market was primarily due to increases in the aerospace defense market, driven by higher sales of our embedded computing and sensing products on various helicopter programs, mainly the Blackhawk. This performance was partially offset by expected decreases related to the previous cancellations of the F-22 program and lower ground defense sales on the Bradley program.

### Operating income

Operating income decreased \$3 million, or 13%, compared to the same period in 2010, while operating margin decreased 270 basis points to 10.7%. Current period operating income was negatively impacted by foreign currency

translation of \$2 million and certain strategic investments made in the current quarter to position the Company on future defense programs.



CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
MANAGEMENT'S DISCUSSION and ANALYSIS of  
FINANCIAL CONDITION and RESULTS OF OPERATIONS, continued

New orders

New orders decreased \$6 million from the prior year quarter, primarily due to the timing of orders on our sensors and controls and embedded computing products. Acquisitions contributed \$4 million of incremental new orders to the current period.

Nine months ended September 30, 2011 compared with nine months ended September 30, 2010

Sales

Sales increased \$48 million, or 10%, from the comparable prior year period, driven by increases in the commercial and defense markets, of 15% and 7%, respectively. Acquisitions made within the last twelve months contributed \$18 million in increased sales, while the effect of foreign currency translation increased sales by \$8 million.

The increase in sales in the commercial market was driven by higher sales in the commercial aerospace and general industrial markets of 16% and 17%, respectively. The growth in sales in the commercial aerospace market was primarily due to increases of our flight control products on Boeing 747 and 787 aircraft as well as increased commercial repairs and overhaul. In addition, higher sales in our general industrial market are mainly due to increased demand for our sensors and controls products.

Sales increased in the defense market mainly due to increased aerospace defense sales, which were partially offset by decreased sales in the ground defense market. The increase in sales in the aerospace defense market was driven by increased demand for our embedded computing and sensing products on various helicopter programs, most notably the Blackhawk. In addition, we realized solid growth on the V-22 Osprey program. These increases were partially offset by the previous cancellation of the F-22 program. The ground defense market was down slightly due to the previous cancellations of the FCS program and lower sales on the Bradley platform which were somewhat offset by increases on turret drive systems.

Operating income

Operating income was essentially flat compared to the same period in 2010, while operating margin decreased 110 basis points from the prior year period to 10.5%. The decline in operating margin was primarily due to unfavorable foreign currency translation of \$4 million, reduced sales due to the cancellation of the Bradley program, and certain strategic investments made in the current year in order to position the Company on future defense programs.

New orders

New orders increased by \$3 million, as compared to the prior year period, primarily due to incremental orders from acquisitions of \$19 million, offset by the timing of new orders on our embedded computing products.

Metal Treatment

(In thousands)

| Three Months Ended | Nine Months Ended |
|--------------------|-------------------|
|--------------------|-------------------|

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|                  | September 30, |          |          | September 30, |           |          |
|------------------|---------------|----------|----------|---------------|-----------|----------|
|                  | 2011          | 2010     | % change | 2011          | 2010      | % change |
| Sales            | \$73,893      | \$54,253 | 36.2 %   | \$208,608     | \$162,610 | 28.3 %   |
| Operating income | 12,398        | 5,639    | 119.9 %  | 32,862        | 18,136    | 81.2 %   |
| Operating margin | 16.8 %        | 10.4 %   | 640 bps  | 15.8 %        | 11.2 %    | 460 bps  |
| New orders       | \$74,062      | \$54,271 | 36.5 %   | \$209,626     | \$163,053 | 28.6 %   |

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
MANAGEMENT'S DISCUSSION and ANALYSIS of  
FINANCIAL CONDITION and RESULTS OF OPERATIONS, continued

Three months ended September 30, 2011 compared with three months ended September 30, 2010

Sales

Sales increased \$20 million, or 36%, from the comparable prior year period, primarily due to increased demand across all of our major lines of business and markets, particularly for our shot peening and coatings services to commercial markets. The performance was led by growth within the commercial aerospace and general industrial markets, which grew 41% and 27%, respectively. Acquisitions and the effects of foreign currency translation contributed \$11 million and \$1 million, respectively, to current period sales.

Operating income

Operating income increased \$7 million, or 120%, compared to the same period in 2010, and was favorably impacted by approximately \$2 million from acquisitions and the effects of foreign currency translation. Excluding these items, operating margin increased to 17.2%, a 680 basis point improvement over the prior year. The improvement was primarily driven by increased sales volume resulting in favorable absorption of fixed overhead costs, mainly in our shot peening and coatings businesses. In addition, the current year quarter benefitted from an insurance recovery that favorably impacted operating margin by 180 basis points.

New orders

New orders increased \$20 million from the prior year quarter, primarily due to increased orders for domestic and international shot peening services. Acquisitions contributed \$11 million of new orders to the current quarter.

Nine months ended September 30, 2011 compared with nine months ended September 30, 2010

Sales

Sales increased \$46 million, or 28%, from the comparable prior year period, due to increased demand across all of our major lines of business and markets, particularly for our shot peening and coatings services to commercial markets. Sales in the commercial aerospace and general industrial market increased 29% and 24%, respectively. Acquisitions and the effects of foreign currency translation contributed \$19 million and \$4 million, respectively, to current period sales.

Operating income

Operating income increased \$15 million, or 81%, compared to the same period in 2010 and was favorably impacted by approximately \$3 million from acquisitions and the effects of foreign currency translation. Excluding these items, operating margin increased to 16.0%, a 480 basis point improvement over the prior year. The improvement was primarily driven by increased sales volume resulting in favorable absorption of fixed overhead costs, mainly in our shot peening and coatings businesses. In addition, the current year to date results benefitted from an insurance recovery which favorably impacted operating margin by 60 basis points.

New orders

New orders increased \$47 million, as compared to the prior year period, due to increased orders for domestic and international shot peening services. Acquisitions contributed \$19 million of new orders to the current period.

## LIQUIDITY AND CAPITAL RESOURCES

### Sources and Use of Cash

We derive the majority of our operating cash inflow from receipts on the sale of goods and services and cash outflow for the procurement of materials and labor; cash flow is therefore subject to market fluctuations and conditions. A substantial portion of our business is in the defense sector, which is characterized by long-term contracts. Most of our long-term contracts allow for several billing points (progress or milestone) that provide us with cash receipts as costs are incurred throughout the project rather than upon contract completion, thereby reducing working capital requirements. In some cases, these payments can exceed the costs incurred on a project.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES  
MANAGEMENT'S DISCUSSION and ANALYSIS of  
FINANCIAL CONDITION and RESULTS OF OPERATIONS, continued

## Operating Activities

|  | September<br>30, 2011 | December<br>31, 2010 |
|--|-----------------------|----------------------|
| Working Capital                                | \$352,931             | \$472,088            |
| Ratio of Current Assets to Current Liabilities | 1.5 to 1              | 2.1 to 1             |
| Cash and Cash Equivalents                      | \$54,982              | \$68,119             |
| Days Sales Outstanding                         | 56 days               | 49 days              |
| Inventory Turns                                | 4.3                   | 4.5                  |

Excluding cash, working capital decreased \$106 million from December 31, 2010. Working capital changes were mainly affected by an increase in our short-term debt of \$225 million as our revolving Credit Agreement expires in August 2012 and was reclassified to short-term debt. Offsetting this working capital decrease was an increase in accounts receivable of \$89 million due to strong year end collections in 2010, as well as an increase in inventory of \$48 million due to a build up for future sales, stocking of new programs, and the purchase of long-lead time materials. During the first nine months of 2011, we contributed \$34 million to the Curtiss-Wright Pension Plan, and expect to make no additional contributions during the remainder of 2011. However, we do expect to make contributions of approximately \$45 to \$50 million in 2012.

## Investing Activities

Capital expenditures were \$61 million in the first nine months of 2011, an increase of \$22 million from the prior year period, largely driven by our facility expansions within our oil and gas and commercial aerospace businesses. We expect to make additional capital expenditures of \$10 to \$15 million during the remainder of 2011.

## Financing Activities

During the first nine months of 2011, we used \$113 million in available credit, under the 2007 Senior Unsecured Revolving Credit Agreement ("Credit Agreement"), to fund operating and investing activities. The cumulative total credit used under the Credit Agreement is \$223 million as of September 30, 2011. The unused credit available under the Credit Agreement at September 30, 2011 was \$142 million. The loans outstanding under the 2003 and 2005 Senior Notes, Credit Agreement, and Industrial Revenue Bonds had fixed and variable interest rates averaging 3.3% during the third quarter of 2011 and 3.5% for the first nine months of 2011.

The Corporation continually monitors the credit markets, to evaluate potential financing opportunities, as the Credit Agreement expires in August 2012. While all companies are subject to economic risk, we believe that our cash and cash equivalents, cash flow from operations, and available borrowings are sufficient to meet both the short-term and long-term capital needs of the organization.

On September 28, 2011, the Company received authorization from its board of directors to enter into a share repurchase program. The share repurchase program authorizes the Company to purchase up to approximately three million shares of its common stock, in addition to approximately 690,000 shares remaining under a previously authorized share repurchase program, and is subject to a \$100 million repurchase limitation. As of September 30, 2011, the Company did not repurchase any shares under the program.

## CRITICAL ACCOUNTING POLICIES

Our condensed consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America. Preparation of these statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses. These estimates and assumptions are affected by the application of our accounting policies. Critical accounting policies are those that require application of management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain and may change in subsequent periods. A summary of significant accounting policies and a description of accounting policies that are considered critical may be found in our 2010 Annual Report on Form 10-K, as amended, filed with the U.S. Securities and Exchange Commission on February 25, 2011, in the Notes to the Consolidated Financial Statements, Note 1, and the Critical Accounting Policies section of Management's Discussion and Analysis of Financial Condition and Results of Operations.

CURTISS WRIGHT CORPORATION and SUBSIDIARIES

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in our market risk during the nine months ended September 30, 2011. Information regarding market risk and market risk management policies is more fully described in item “7A.Quantitative and Qualitative Disclosures about Market Risk” of our 2010 Annual Report on Form 10-K, as amended.

Item 4. CONTROLS AND PROCEDURES

As of September 30, 2011, our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective as of September 30, 2011 insofar as they are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission’s rules and forms, and they include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

CURTISS WRIGHT CORPORATION and SUBSIDIARIES

PART II- OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

In the ordinary course of business, we and our subsidiaries are subject to various pending claims, lawsuits, and contingent liabilities. We do not believe that the disposition of any of these matters, individually or in the aggregate, will have a material adverse effect on our consolidated financial position or results of operations.

We or our subsidiaries have been named in a number of lawsuits that allege injury from exposure to asbestos. To date, neither us nor our subsidiaries have been found liable for or paid any material sum of money in settlement in any case. We believe that the minimal use of asbestos in our past and current operations and the relatively non-friable condition of asbestos in our products makes it unlikely that we will face material liability in any asbestos litigation, whether individually or in the aggregate. We do maintain insurance coverage for these potential liabilities and we believe adequate coverage exists to cover any unanticipated asbestos liability.

Item 1A. RISK FACTORS

There has been no material changes in our Risk Factors during the nine months ended September 30, 2011. Information regarding our Risk Factors is more fully described in Item “1A. Risk Factors” of our 2010 Annual Report on Form 10-K, as amended.

Item 5. OTHER INFORMATION

There have been no material changes in our procedures by which our security holders may recommend nominees to our board of directors during the nine months ended September 30, 2011. Information regarding security holder recommendations and nominations for directors is more fully described in the section entitled “Stockholder Recommendations and Nominations for Director” of our 2011 Proxy Statement on Schedule 14A, which is incorporated by reference to our 2010 Annual Report on Form 10-K, as amended.



## CURTISS WRIGHT CORPORATION and SUBSIDIARIES

## Item 6. EXHIBITS

| Exhibit No. | Exhibit Description   | Incorporated by Reference |              | Filed<br>Herewith |
|-------------|---|---------------------------|--------------|-------------------|
|             |   | Form                      | Filing Date  |                   |
| 3.1         | Amended and Restated Certificate of Incorporation of the Registrant   | 8-A/A                     | May 24, 2005 |                   |
| 3.2         | Amended and Restated Bylaws of the Registrant   | 8-K                       | May 13, 2011 |                   |
| 31.1        | Certification of Martin R. Benante, Chairman and CEO, Pursuant to Rules 13a – 14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended     |                           |              | X                 |
| 31.2        | Certification of Glenn E. Tynan, Chief Financial Officer, Pursuant to Rules 13a – 14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended |                           |              | X                 |
| 32          | Certification of Martin R. Benante, Chairman and CEO, and Glenn E. Tynan, Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350                       |                           |              | X                 |
| 101.INS     | XBRL Instance Document (1)  |                           |              |                   |
| 101.SCH     | XBRL Taxonomy Extension Schema Document (1)   |                           |              |                   |
| 101.CAL     | XBRL Taxonomy Extension Calculation Linkbase Document (1)   |                           |              |                   |
| 101.LAB     | XBRL Taxonomy Extension Label Linkbase Document (1)   |                           |              |                   |
| 101.PRE     | XBRL Taxonomy Extension Presentation Linkbase Document (1)  |                           |              |                   |

(1) In accordance with Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing or document.



CURTISS WRIGHT CORPORATION and SUBSIDIARIES

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

CURTISS-WRIGHT CORPORATION  
(Registrant)

By: /s/ Glenn E. Tynan  
Glenn E. Tynan  
Vice President Finance / C.F.O.  
Dated: November 4, 2011

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