

# CURTISS WRIGHT CORP

## FORM 10-Q (Quarterly Report)

Filed 11/01/13 for the Period Ending 09/30/13

Address	10 WATERVIEW BOULEVARD 2ND FLOOR PARSIPPANY, NJ 07054
Telephone	9735413700
CIK	0000026324
Symbol	CW
SIC Code	3590 - Miscellaneous Industrial And Commercial
Industry	Misc. Fabricated Products
Sector	Basic Materials
Fiscal Year	12/31

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, 2013

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

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: 47,367,918 shares (as of October 31, 2013).



**CURTISS-WRIGHT CORPORATION and SUBSIDIARIES**

**TABLE of CONTENTS**

PART I – FINANCIAL INFORMATION		PAGE
Item 1.	<u>Financial Statements (Unaudited):</u>	
	<u>Condensed Consolidated Statements of Earnings</u>	<u>3</u>
	<u>Condensed Consolidated Statements of Comprehensive Income</u>	<u>4</u>
	<u>Condensed Consolidated Balance Sheets</u>	<u>5</u>
	<u>Condensed Consolidated Statements of Cash Flows</u>	<u>6</u>
	<u>Condensed Consolidated Statements of Stockholders' Equity</u>	<u>7</u>
	<u>Notes to Condensed Consolidated Financial Statements</u>	<u>8</u>
Item 2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>25</u>
Item 3.	<u>Quantitative and Qualitative Disclosures about Market Risk</u>	<u>42</u>
Item 4.	<u>Controls and Procedures</u>	<u>42</u>
PART II – OTHER INFORMATION		
Item 1.	<u>Legal Proceedings</u>	<u>43</u>
Item 1A.	<u>Risk Factors</u>	<u>43</u>
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>43</u>
Item 3.	<u>Defaults upon Senior Securities</u>	<u>43</u>
Item 4.	<u>Mine Safety Disclosures</u>	<u>43</u>
Item 5.	<u>Other Information</u>	<u>44</u>
Item 6.	<u>Exhibits</u>	<u>45</u>
	<u>Signatures</u>	<u>46</u>

**PART 1- FINANCIAL INFORMATION**  
**Item 1. Financial Statements**  
**CURTISS-WRIGHT CORPORATION and SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS**  
**(UNAUDITED)**

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
(In thousands, except per share data)	2013	2012	2013	2012
Net sales				
Product sales	\$ 502,818	\$ 385,641	\$ 1,500,450	\$ 1,214,541
Service sales	97,849	93,581	310,591	292,728
Total net sales	600,667	479,222	1,811,041	1,507,269
Cost of sales				
Cost of product sales	340,955	275,142	1,027,695	848,616
Cost of service sales	65,010	62,664	203,923	193,956
Total cost of sales	405,965	337,806	1,231,618	1,042,572
Gross profit	194,702	141,416	579,423	464,697
Research and development expenses	16,054	13,267	49,565	43,965
Selling expenses	38,019	28,009	113,715	93,378
General and administrative expenses	77,742	76,774	257,442	227,889
Operating income	62,887	23,366	158,701	99,465
Interest expense	(9,690)	(6,648)	(27,681)	(19,656)
Other income, net	378	(119)	1,076	113
Earnings from continuing operations before income taxes	53,575	16,599	132,096	79,922
Provision for income taxes	17,214	5,156	41,422	25,802
Earnings from continuing operations	36,361	11,443	90,674	54,120
Discontinued operations, net of taxes				
Earnings from discontinued operations	—	—	—	3,059
Gain (loss) on divestiture	—	(144)	—	18,172
Earnings (loss) from discontinued operations	—	(144)	—	21,231
Net earnings	\$ 36,361	\$ 11,299	\$ 90,674	\$ 75,351
Basic earnings per share				
Earnings from continuing operations	\$ 0.77	\$ 0.24	\$ 1.94	\$ 1.17
Earnings from discontinued operations	—	—	—	0.45
Total	\$ 0.77	\$ 0.24	\$ 1.94	\$ 1.62
Diluted earnings per share				
Earnings from continuing operations	\$ 0.76	\$ 0.24	\$ 1.90	\$ 1.14
Earnings from discontinued operations	—	—	—	0.45
Total	\$ 0.76	\$ 0.24	\$ 1.90	\$ 1.59
Dividends per share	\$ 0.10	\$ 0.09	\$ 0.29	\$ 0.26
Weighted-average shares outstanding:				
Basic	47,081	46,884	46,839	46,795
Diluted	48,063	47,415	47,685	47,493

*See notes to condensed consolidated financial statements*



**CURTISS-WRIGHT CORPORATION and SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(UNAUDITED)**  
(In thousands)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
Net earnings	\$ 36,361	\$ 11,299	\$ 90,674	\$ 75,351
Other comprehensive income				
Foreign currency translation, net of tax <sup>(1)</sup>	\$ 33,886	\$ 23,614	\$ (7,864)	\$ 23,711
Pension and postretirement adjustments, net of tax <sup>(2)</sup>	(13,982)	1,688	41,669	5,146
Other comprehensive income, net of tax	19,904	25,302	33,805	28,857
Comprehensive income	<u>\$ 56,265</u>	<u>\$ 36,601</u>	<u>\$ 124,479</u>	<u>\$ 104,208</u>

(1) The tax benefit (expense) included in other comprehensive income for foreign currency translation adjustments for the three and nine months ended, September 30, 2013 were (\$1.4) million and \$(1.5) million , respectively. The tax benefit (expense) included in other comprehensive income for foreign currency translation adjustments for the three and nine months ended, September 30, 2012 were and \$4.8 million and \$3.4 million , respectively.

(2) The tax benefit (expense) included in other comprehensive income for pension and postretirement adjustments for the three and nine months ended September 30, 2013 were (\$20.6) million and (\$23.5) million , respectively. The tax benefit (expense) included in other comprehensive income for pension and postretirement adjustments for the three and nine months ended September 30, 2012 were and (\$0.9) million and (\$2.9) million , respectively.

*See notes to condensed consolidated financial statements*

**CURTISS-WRIGHT CORPORATION and SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(UNAUDITED)**

(In thousands, except par value)

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 171,362	\$ 112,023
Receivables, net	567,259	578,313
Inventories, net	456,884	397,471
Deferred tax assets, net	49,372	50,760
Other current assets	50,352	37,194
<b>Total current assets</b>	<b>1,295,229</b>	<b>1,175,761</b>
Property, plant, and equipment, net	504,413	489,593
Goodwill	1,047,880	1,013,300
Other intangible assets, net	425,620	419,021
Deferred tax assets, net	1,228	1,709
Other assets	14,796	15,204
<b>Total assets</b>	<b>\$ 3,289,166</b>	<b>\$ 3,114,588</b>
<b>Liabilities</b>		
Current liabilities:		
Current portion of long-term and short-term debt	\$ 1,227	\$ 128,225
Accounts payable	163,130	157,825
Dividends payable	4,738	—
Accrued expenses	136,506	131,067
Income taxes payable	5,677	7,793
Deferred revenue	158,321	171,624
Other current liabilities	31,992	43,214
<b>Total current liabilities</b>	<b>501,591</b>	<b>639,748</b>
Long-term debt	918,778	751,990
Deferred tax liabilities, net	88,694	50,450
Accrued pension and other postretirement benefit costs	193,293	264,047
Long-term portion of environmental reserves	15,397	14,905
Other liabilities	119,256	80,856
<b>Total liabilities</b>	<b>1,837,009</b>	<b>1,801,996</b>
Contingencies and commitments (Note 15)		
<b>Stockholders' Equity</b>		
Common stock, \$1 par value	49,190	49,190
Additional paid in capital	150,663	151,883
Retained earnings	1,338,421	1,261,377
Accumulated other comprehensive loss	(21,703)	(55,508)
Cost of treasury stock	(64,414)	(94,350)
<b>Total stockholders' equity</b>	<b>1,452,157</b>	<b>1,312,592</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 3,289,166</b>	<b>\$ 3,114,588</b>

*See notes to condensed consolidated financial statements*



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

(In thousands)	Nine Months Ended September 30,	
	2013	2012
<b>Cash flows from operating activities:</b>		
Net earnings	\$ 90,674	\$ 75,351
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	89,660	69,154
Gain on divestiture	—	(29,198)
Net loss on sale of assets	40	663
Deferred income taxes	5,880	1,294
Share-based compensation	5,475	7,469
Impairment of assets	—	4,836
Change in operating assets and liabilities, net of businesses acquired:		
Accounts receivable, net	26,388	17,104
Inventories, net	(36,335)	(36,837)
Progress payments	(7,589)	(9,421)
Accounts payable and accrued expenses	(6,803)	(28,455)
Deferred revenue	(13,303)	(6,807)
Income taxes payable	(11,672)	2,479
Net pension and postretirement liabilities	(12,152)	(9,954)
Other current and long-term assets and liabilities	4,123	(3,740)
Net cash provided by operating activities	134,386	53,938
<b>Cash flows from investing activities:</b>		
Proceeds from sales and disposals of long lived assets	1,542	977
Proceeds from divestiture	—	52,123
Acquisitions of intangible assets	—	(2,439)
Additions to property, plant, and equipment	(57,876)	(56,043)
Acquisition of businesses, net of cash acquired	(101,230)	(6,231)
Additional consideration on prior period acquisitions	(6,303)	(1,152)
Net cash used for investing activities	(163,867)	(12,765)
<b>Cash flows from financing activities:</b>		
Borrowings under revolving credit facility	610,735	—
Borrowings on debt	500,000	—
Payment of revolving credit facility	(906,907)	—
Principal payments on debt	(125,024)	(76)
Repurchases of common stock	—	(4,974)
Proceeds from share-based compensation	21,556	14,113
Dividends paid	(8,892)	(7,967)
Excess tax benefits from share-based compensation plans	773	22
Net cash provided by financing activities	92,241	1,118
Effect of exchange-rate changes on cash	(3,421)	2,868
Net increase in cash and cash equivalents	59,339	45,159
Cash and cash equivalents at beginning of period	112,023	194,387
Cash and cash equivalents at end of period	\$ 171,362	\$ 239,546
Supplemental disclosure of non-cash activities:		
Capital expenditures incurred but not yet paid	\$ 1,500	\$ 3,670

*See notes to condensed consolidated financial statements*



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

	<b>Common Stock</b>	<b>Additional Paid in Capital</b>	<b>Retained Earnings</b>	<b>Accumulated Other Comprehensive Loss</b>	<b>Treasury Stock</b>
<b>December 31, 2011</b>	\$ 48,879	\$ 143,192	\$ 1,163,925	\$ (65,131)	\$ (85,890)
Net earnings	—	—	113,844	—	—
Other comprehensive income, net of tax	—	—	—	9,623	—
Dividends paid	—	—	(16,392)	—	—
Stock options exercised, net of tax	311	6,431	—	—	10,077
Restricted stock	—	(6,233)	—	—	6,233
Share-based compensation	—	8,907	—	—	521
Repurchase of common stock	—	—	—	—	(25,705)
Other	—	(414)	—	—	414
<b>December 31, 2012</b>	\$ 49,190	\$ 151,883	\$ 1,261,377	\$ (55,508)	\$ (94,350)
Net earnings	—	—	90,674	—	—
Other comprehensive income, net of tax	—	—	—	33,805	—
Dividends declared	—	—	(13,630)	—	—
Stock options exercised, net of tax	—	(2,917)	—	—	26,158
Restricted stock	—	(3,028)	—	—	3,028
Share-based compensation	—	5,055	—	—	420
Other	—	(330)	—	—	330
<b>September 30, 2013</b>	\$ 49,190	\$ 150,663	\$ 1,338,421	\$ (21,703)	\$ (64,414)

*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.

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.

On March 30, 2012, the Corporation sold its heat treating business to Bodycote plc. The Corporation divested this non-core cyclical business to focus on higher technology engineered services such as specialty coatings and materials testing. As a result of the divestiture, the results of operations for the heat treating business, which were previously reported as part of the Surface Technologies segment, have been reclassified as discontinued operations for all periods presented. Please refer to Footnote 3 of the Corporation's Condensed Consolidated Financial Statements for further information.

The unaudited condensed consolidated financial statements of the Corporation have been prepared in conformity with accounting principles generally accepted in the United States of America, 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. Actual results may differ from these estimates. 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. Changes in estimates of contract sales, costs, and profits are recognized using the cumulative catch-up method of accounting. This method recognizes in the current period the cumulative effect of the changes on current and prior periods. Accordingly, the effect of the changes on future periods of contract performance is recognized as if the revised estimate had been the original estimate. During the three and nine months ended September 30, 2012, the Corporation incurred unanticipated additional costs, within its Flow Control segment, of \$12.2 million and \$20.3 million, respectively, on its long-term contract with Westinghouse for disassembly, inspection, and packaging costs related to the reactor coolant pumps (RCP) that the Corporation is supplying for the AP1000 nuclear power plants in China. 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 2012 Annual Report on Form 10-K. The results of operations for interim periods are not necessarily indicative of trends or of the operating results for a full year.

*Corrections to Prior Years Amounts*

The presentation of net sales and cost of sales in the prior year's statement of earnings has been corrected to separately present the components of product and service revenues and costs of sales. This change in presentation did not affect total revenues, total cost of sales, total gross profit, operating income, or net earnings.

*Out of Period Correction of an Immaterial Error Related to Three and Six Month Periods ended June 30, 2013*

In the third quarter of 2013, the Corporation recorded an out of period adjustment related to the three and six month periods ended June 30, 2013 of \$18 million to decrease comprehensive income and increase our deferred tax liability to reflect the tax impact of a May 31, 2013 amendment to our Curtiss-Wright Pension Plan which required a plan remeasurement. This error did not affect our condensed consolidated statement of net earnings or condensed consolidated statements of cash flows for the three and nine month periods ended September 30, 2013 or the three and six month periods ended June 30, 2013. The Corporation evaluated the effects of this error on the June 30, 2013 condensed consolidated financial statements and based on an analysis of quantitative and qualitative factors, the Corporation determined that the error was not material and, therefore, amendment of previously filed reports is not required.

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

**RECENTLY ISSUED ACCOUNTING STANDARDS**

*ADOPTION OF NEW STANDARDS*

*Other Comprehensive Income: Presentation of Comprehensive Income*

In February 2013, new guidance was issued that amends the current comprehensive income guidance. The new guidance requires entities to disclose the effect of each item that was reclassified in its entirety out of accumulated other comprehensive income and into net income on each affected net income line item. For reclassification items that are not reclassified in their entirety into net income, a cross-reference to other required disclosures is required. The new guidance is to be applied prospectively for annual reporting periods beginning after December 15, 2012 and interim periods within those years. The adoption of this new guidance did not have an impact on the Corporation's consolidated financial position, results of operations, or cash flows.

**2. ACQUISITION**

The Corporation continually evaluates potential acquisitions that either strategically fit within the Corporation's existing portfolio or expand the Corporation's portfolio into new product lines or adjacent markets. The Corporation has completed a number of acquisitions that have been accounted for as business combinations and have resulted in the recognition of goodwill in the Corporation's financial statements. This goodwill arises because the purchase prices for these businesses reflect the future earnings and cash flow potential in excess of the earnings and cash flows attributable to the current product and customer set at the time of acquisition. Thus, goodwill inherently includes the know-how of the assembled workforce, the ability of the workforce to further improve the technology and product offerings, and the expected cash flows resulting from these efforts. Goodwill may also include expected synergies resulting from the complementary strategic fit these businesses bring to existing operations.

The Corporation allocates the purchase price at the date of acquisition based upon its understanding of the fair value of the acquired assets and assumed liabilities. In the months after closing, as the Corporation obtains additional information about these assets and liabilities, including through tangible and intangible asset appraisals, and as the Corporation learns more about the newly acquired business, it is able to refine the estimates of fair value and more accurately allocate the purchase price. Only items identified as of the acquisition date are considered for subsequent adjustment. The Corporation will make appropriate adjustments to the purchase price allocation prior to completion of the measurement period, as required.

**Flow Control**

2013 Acquisitions

Gulf33 Valve Pros, LLC

On September 16, 2013, the Corporation acquired the assets of Gulf33 for \$4.1 million, with a portion of the purchase price held back as security for potential indemnification claims against the seller. Management funded the purchase from the Corporation's revolving credit facility.

Based in Louisiana, Gulf33 provides valve repair and maintenance services to the offshore oil and gas market, and will operate within the Oil & Gas division of the Flow Control segment.

The Corporation recorded \$2.0 million of goodwill in connection with the transaction. Revenues of the acquired business were approximately \$4.0 million in 2012.

Phönix Group

On February 28, 2013, the Corporation acquired all the outstanding shares of Phönix Holding GmbH for \$97.9 million, net of cash acquired. The Share Purchase and Transfer Agreement contains a purchase price adjustment mechanism and representations and warranties customary for a transaction of this type, 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 and excess cash at foreign locations.



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

Phönix, headquartered in Germany, is a designer and manufacturer of valves, valve systems and related support services to the global chemical, petrochemical and power (both conventional and nuclear) markets. Phönix has 282 employees and operates Phönix Valves in Volkmarsen, Germany; Strack, located in Barleben, Germany; and Daume Control Valves, located in Hanover, Germany. Phönix also owns sales subsidiaries with warehouses in Texas and France.

Revenues of the acquired business were approximately \$60.0 million in 2012. The business operates within the Marine & Power Products Division of Curtiss-Wright's Flow Control segment.

The amounts of net sales and net loss included in the Corporation's consolidated statement of earnings from the acquisition date to the period ended September 30, 2013 are \$36.4 million and \$1.6 million, respectively.

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

<i>(In thousands)</i>	<i>Phönix</i>
Accounts receivable	\$ 12,226
Inventory	20,358
Property, plant, and equipment	12,575
Other current and non-current assets	2,153
Intangible assets	42,791
Current and non-current liabilities	(8,153)
Pension and postretirement benefits	(6,472)
Deferred income taxes	(13,746)
Net tangible and intangible assets	61,732
Purchase price	97,886
Goodwill	\$ 36,154
<hr/>	
Amount of tax deductible goodwill	\$ —

***Supplemental Pro Forma Statements of Operations Data***

The assets, liabilities and results of operations of the businesses acquired in 2013 were not material to the Corporation's consolidated financial position or results of operations, and therefore pro forma financial information for the Phönix and Gulf33 acquisitions are not presented.

The following table presents unaudited consolidated pro forma financial information for the combined results of the Corporation and its completed business acquisitions during the year ended December 31, 2012 as if the acquisitions had occurred on January 1, 2012 for purposes of the financial information presented for the periods ended September 30, 2012.

(In thousands, except per share data)	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2012
Net sales	\$ 561,997	\$ 1,759,248
Net earnings from continuing operations	13,131	60,591
Diluted earnings per share from continuing operations	0.28	1.28

The unaudited pro forma consolidated results were prepared using the acquisition method of accounting and are based on historical financial information. The unaudited pro forma consolidated results are not necessarily indicative of what our consolidated results of operations actually would have been had we completed the acquisition on January 1, 2012. In addition, the unaudited pro forma consolidated results do not purport to project the future results of operations of the combined company nor do they reflect the expected realization of any cost savings associated with the acquisition. The unaudited pro forma consolidated results reflect primarily the following pro forma pre-tax adjustments:





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

- Additional amortization expense related to the fair value of identifiable intangible assets acquired of approximately \$3.3 million and \$9.7 million for the three and nine months ended , September 30, 2012 , respectively.
- Elimination of historical interest expense of approximately \$0.9 million and \$2.9 million for the three and nine months ended , September 30, 2012 , respectively.
- Additional interest expense associated with the incremental borrowings that would have been incurred to acquire these companies as of January 1, 2012 of \$4.6 million and \$13.6 million for the three and nine months ended , September 30, 2012 , respectively.

**3. DISCONTINUED OPERATIONS**

On March 30, 2012, the Corporation sold the assets and real estate of its heat treating business, which had been reported in the Surface Technologies segment, to Bodycote plc. The Corporation divested this non-core business to focus on higher technology services such as specialty coatings and materials testing. The heat treating business' operating results are included in discontinued operations in the Corporation's Condensed Consolidated Statements of Earnings for all periods presented.

Components of earnings from discontinued operations were as follows:

	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2012
Net sales	\$ —	\$ 10,785
Earnings from discontinued operations before income taxes	—	4,929
Provision for income taxes	—	(1,870)
Gain (loss) on divestiture, net of taxes <sup>(1)</sup>	(144)	18,172
<b>Earnings (loss) from discontinued operations</b>	<b>\$ (144)</b>	<b>\$ 21,231</b>

<sup>(1)</sup> Net of year-to-date 2012 taxes of \$11 million

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

**4. RECEIVABLES**

Receivables primarily include amounts billed to customers, unbilled charges on long-term contracts consisting of amounts recognized as sales but not billed, and other receivables. Substantially all amounts of unbilled receivables are expected to be billed and collected within one year. An immaterial amount of unbilled receivables are subject to retainage provisions. The amount of claims and unapproved change orders within our receivables balances are immaterial.

The composition of receivables is as follows:

	<i>(In thousands)</i>	
	September 30, 2013	December 31, 2012
<b>Billed receivables:</b>		
Trade and other receivables	\$ 400,230	\$ 402,891
Less: Allowance for doubtful accounts	(6,979)	(7,013)
Net billed receivables	393,251	395,878
<b>Unbilled receivables:</b>		
Recoverable costs and estimated earnings not billed	195,385	207,679
Less: Progress payments applied	(21,377)	(25,244)
Net unbilled receivables	174,008	182,435
Receivables, net	\$ 567,259	\$ 578,313

**5. 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. Long term contract inventory includes an immaterial amount of claims or other similar items subject to uncertainty concerning their determination or realization. Inventories are valued at the lower of cost (principally average cost) or market. The composition of inventories is as follows:

	<i>(In thousands)</i>	
	September 30, 2013	December 31, 2012
Raw materials	\$ 234,423	\$ 224,613
Work-in-process	114,203	92,761
Finished goods and component parts	118,082	107,173
Inventoried costs related to long-term contracts	55,695	38,000
Gross inventories	522,403	462,547
Less: Inventory reserves	(54,498)	(50,333)
Progress payments applied	(11,021)	(14,743)
Inventories, net	\$ 456,884	\$ 397,471

As of September 30, 2013 and December 31, 2012, inventory also includes capitalized contract development costs of \$30.5 million and \$23.8 million, respectively, related to certain aerospace and defense programs. These capitalized costs will be liquidated as production units are delivered to the customer. As of September 30, 2013 and December 31, 2012, \$5.2 million and \$5.4 million, respectively, are scheduled to be liquidated under existing firm orders.

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

**6. GOODWILL**

The Corporation accounts for acquisitions by assigning the purchase price to acquired tangible and intangible assets and liabilities. 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, 2013 are as follows:

*(In thousands)*

	Flow Control	Controls	Surface Technologies	Consolidated
December 31, 2012	\$ 418,184	\$ 541,226	\$ 53,890	\$ 1,013,300
Acquisitions	38,149	—	—	38,149
Goodwill adjustments	1,378	(1,372)	525	531
Foreign currency translation adjustment	(498)	(3,592)	(10)	(4,100)
September 30, 2013	<u>\$ 457,213</u>	<u>\$ 536,262</u>	<u>\$ 54,405</u>	<u>\$ 1,047,880</u>

**7. OTHER INTANGIBLE ASSETS, NET**

The following tables present the cumulative composition of the Corporation's intangible assets:

*(In thousands)*

September 30, 2013	Gross	Accumulated Amortization	Net
Technology	\$ 205,169	\$ (85,290)	\$ 119,879
Customer related intangibles	381,203	(118,690)	262,513
Other intangible assets	65,036	(21,808)	43,228
Total	<u>\$ 651,408</u>	<u>\$ (225,788)</u>	<u>\$ 425,620</u>

*(In thousands)*

December 31, 2012	Gross	Accumulated Amortization	Net
Technology	\$ 186,869	\$ (76,067)	\$ 110,802
Customer related intangibles	337,558	(95,880)	241,678
Other intangible assets	86,157	(19,616)	66,541
Total	<u>\$ 610,584</u>	<u>\$ (191,563)</u>	<u>\$ 419,021</u>

During the first nine months of 2013, the Corporation acquired intangible assets of \$44.1 million. The Corporation acquired Technology of \$12.6 million, Customer related intangibles of \$28.8 million, and Other intangibles of \$2.7 million, which have a weighted average amortization period of 15, 16.2, and 6.9 years, respectively.

Total intangible amortization expense for the nine months ended September 30, 2013 was \$36.0 million as compared to \$22.2 million in the prior year period. The estimated amortization expense for the five years ending December 31, 2013 through 2017 is \$48.4 million, \$41.6 million, \$39.6 million, \$38.7 million, and \$38.2 million, respectively.

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

**8. FAIR VALUE OF FINANCIAL INSTRUMENTS**

*Forward Foreign Exchange and Currency Option Contracts*

The Corporation has foreign currency exposure primarily in the United Kingdom, Europe, and Canada. The Corporation uses financial instruments, such as forward and 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. Guidance on accounting for derivative instruments and hedging activities requires companies to recognize all of the derivative financial instruments as either assets or liabilities at fair value in the Condensed Consolidated Balance Sheets based upon quoted market prices for comparable instruments.

*Interest Rate Risks and Related Strategies*

The Corporation's primary interest rate exposure results from changes in U.S. dollar interest rates. The Corporation's policy is to manage interest cost using a mix of fixed and variable rate debt. The Corporation periodically uses interest rate swaps to manage such exposures. Under these interest rate swaps, the Corporation exchanges, at specified intervals, the difference between fixed and floating interest amounts calculated by reference to an agreed-upon notional principal amount.

For interest rate swaps designated as fair value hedges (i.e., hedges against the exposure to changes in the fair value of an asset or a liability or an identified portion thereof that is attributable to a particular risk), changes in the fair value of the interest rate swaps offset changes in the fair value of the fixed rate debt due to changes in market interest rates.

In March 2013, the Corporation entered into fixed-to-floating interest rate swap agreements to convert the interest payments of (i) the \$100 million, 3.85% notes, due February 26, 2025, from a fixed rate to a floating interest rate based on 1-Month LIBOR plus a 1.77% spread, and (ii) the \$75 million, 4.05% notes, due February 26, 2028, from a fixed rate to a floating interest rate based on 1-Month LIBOR plus a 1.73% spread.

In January 2012, the Corporation entered into fixed-to-floating interest rate swap agreements to convert the interest payments of (i) the \$200 million, 4.24% notes, due December 1, 2026, from a fixed rate to a floating interest rate based on 1-Month LIBOR plus a 2.02% spread, and (ii) \$25 million of the \$100 million, 3.84% notes, due December 1, 2021, from a fixed rate to a floating interest rate based on 1-Month LIBOR plus a 1.90% spread.

The notional amounts of the Corporation's outstanding interest rate swaps designated as fair value hedges were \$400 million at September 30, 2013.

The fair value accounting guidance requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1: Quoted market prices in active markets for identical assets or liabilities that the company has the ability to access.

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data such as quoted prices, interest rates and yield curves.

Level 3: Inputs are unobservable data points that are not corroborated by market data.

Based upon the fair value hierarchy, all of the forward foreign exchange contracts and interest rate swaps are valued at a Level 2.

*Effects on Consolidated Balance Sheets*

The location and amounts of derivative instrument fair values in the condensed consolidated balance sheet are below.

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

*(In thousands)*

	September 30, 2013	December 31, 2012
<b>Assets</b>		
<b>Designated for hedge accounting</b>		
Interest rate swaps	\$ —	\$ 677
<b>Undesignated for hedge accounting</b>		
Forward exchange contracts	\$ 184	\$ 250
<b>Total asset derivatives (A)</b>	<b>\$ 184</b>	<b>\$ 927</b>
<b>Liabilities</b>		
<b>Designated for hedge accounting</b>		
Interest rate swaps	\$ 39,679	\$ 1,419
<b>Undesignated for hedge accounting</b>		
Forward exchange contracts	\$ 251	\$ 170
<b>Total liability derivatives (B)</b>	<b>\$ 39,930</b>	<b>\$ 1,589</b>

(A) Forward exchange derivatives are included in Other current assets and interest rate swap assets are included in Other assets.

(B) Forward exchange derivatives are included in Other current liabilities and interest rate swap liabilities are included in Other liabilities.

*Effects on Condensed Consolidated Statements of Earnings*

*Fair value hedge*

The location and amount of gains or losses on the hedged fixed rate debt attributable to changes in the market interest rates and the offsetting gain (loss) on the related interest rate swaps for the three and nine months ended September 30, were as follows:

*(In thousands)*

	Gain/(Loss) on Swap				Gain/(Loss) on Borrowings			
	Three Months Ended		Nine Months Ended		Three Months Ended		Nine Months Ended	
	September 30,		September 30,		September 30,		September 30,	
Income Statement Classification	2013	2012	2013	2012	2013	2012	2013	2012
Other income, net	\$ (3,106)	\$ (20)	\$ (39,679)	\$ 1,771	\$ 3,106	\$ 20	\$ 39,679	\$ (1,771)

*Undesignated hedges*

The location and amount of gains and losses recognized in income on forward exchange derivative contracts not designated for hedge accounting for the three and nine months ended September 30, were as follows:

*(In thousands)*

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Derivatives not designated as hedging instrument				
Forward exchange contracts:				
General and administrative expenses	\$ 2,143	\$ 2,082	\$ (3,693)	\$ 1,912

*Debt*



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

The estimated fair value amounts were determined by the Corporation using available market information that is primarily based on quoted market prices for the same or similar issues as of September 30, 2013 . Accordingly, all of the Corporation's debt is valued at a Level 2. The fair values described below 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.

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

On February 26, 2013 , the Corporation issued \$400 million of Senior Notes (the 2013 Notes). The 2013 Notes consist of \$225 million of 3.70% Senior Notes that mature on February 26, 2023 , \$100 million of 3.85% Senior Notes that mature on February 26, 2025 , and \$75 million of 4.05% Senior Notes that mature on February 26, 2028 . An additional \$100 million of 4.11% Senior Notes that mature on September 26, 2028 , were issued on September 26, 2013 . The 2013 Notes are senior unsecured obligations, equal in right of payment to the Corporation's existing senior indebtedness. The Corporation, at its option, can prepay at any time all or any part of the 2013 Notes, subject to a make-whole payment in accordance with the terms of the Note Purchase Agreement. In connection with the issuance of the 2013 Notes, the Corporation paid customary fees that have been deferred and are being amortized over the term of the 2013 Notes. Under the terms of the Note Purchase Agreement, the Corporation is required to maintain certain financial ratios, the most restrictive of which is a debt to capitalization limit of 60% . The debt to capitalization ratio is calculated using the same formula for all of the Corporation's debt agreements and is a measure of the Corporation's indebtedness, as defined per the notes purchase agreement and credit agreement, to capitalization, where capitalization equals debt plus equity. The Corporation had the ability to borrow additional debt of \$1.2 billion without violating our debt to capitalization covenant. The 2013 Notes also contain a cross default provision with respect to the Corporation's other senior indebtedness.

	September 30, 2013		December 31, 2012	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Industrial revenue bond, due 2023	\$ 8,400	\$ 8,400	\$ 8,400	\$ 8,400
Revolving credit agreement, due 2017	—	—	286,800	286,800
5.74% Senior notes due 2013	—	—	125,011	128,198
5.51% Senior notes due 2017	150,000	164,174	150,000	168,491
3.84% Senior notes due 2021	99,075	99,075	100,677	100,677
3.70% Senior notes due 2023	225,000	218,520	—	—
3.85% Senior notes due 2025	91,065	91,065	—	—
4.24% Senior notes due 2026	178,668	178,668	198,581	198,581
4.05% Senior notes due 2028	66,513	66,513	—	—
4.11% Senior notes due 2028	100,000	91,244		
Other debt	1,285	1,285	10,746	10,746
<b>Total debt</b>	<b>\$ 920,006</b>	<b>\$ 918,944</b>	<b>\$ 880,215</b>	<b>\$ 901,893</b>

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

**9. WARRANTY RESERVES**

The Corporation provides its customers with warranties on certain 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:

	<i>(In thousands)</i>	
	2013	2012
Warranty reserves at January 1,	\$ 18,169	\$ 16,076
Provision for current year sales	6,018	5,495
Current year claims	(5,846)	(4,056)
Change in estimates to pre-existing warranties	(2,615)	(2,242)
Increase due to acquisitions	—	75
Foreign currency translation adjustment	(84)	99
Warranty reserves at September 30,	\$ 15,642	\$ 15,447

**10. FACILITIES RELOCATION AND RESTRUCTURING**

*2012 Restructuring Initiative*

The Corporation focuses on being the low-cost provider of its products by reducing operating costs and implementing lean manufacturing initiatives, which have in part led to the involuntary termination of certain positions and the consolidation of facilities and product lines.

During the third quarter of 2012, the Corporation recorded restructuring costs by segment as follows:

	<i>(In thousands)</i>			
	Three Months Ended			
	September 30, 2012			
	Flow Control	Controls	Surface Technologies	Consolidated
Cost of sales	\$ 18	\$ 215	\$ 769	\$ 1,002
Selling expenses	512	153	32	697
General and administrative	—	—	—	—
Total	\$ 530	\$ 368	\$ 801	\$ 1,699

During the nine months ended of 2012, the Corporation recorded restructuring costs by segment as follows:

	<i>(In thousands)</i>			
	Nine Months Ended			
	September 30, 2012			
	Flow Control	Controls	Surface Technologies	Consolidated
Cost of sales	\$ 1,303	\$ 2,351	\$ 1,163	\$ 4,817
Selling expenses	312	—	—	312
General and administrative	1,649	1,075	4,879	7,603
Total	\$ 3,264	\$ 3,426	\$ 6,042	\$ 12,732



The components of the restructuring costs by segment are as follows:

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

Flow Control

During the three and nine month periods ended September 30, 2012 , the Flow Control segment recorded \$0.5 million and \$3.3 million , respectively, of restructuring charges, primarily for severance and benefits costs associated with headcount reductions to streamline operations.

Controls

During the three and nine month periods ended September 30, 2012 , the Controls segment recorded \$0.4 million and \$3.4 million , respectively, of restructuring charges, primarily for severance and benefits costs associated with headcount reductions to streamline operations.

Surface Technologies

During the three and nine month periods ended September 30, 2012 , the Surface Technologies segment recorded \$0.8 million and \$6.0 million , respectively, of restructuring charges. The \$6.0 million of restructuring charges recorded during the nine month period ended September 30, 2012 , includes non-cash charges of \$4.8 million recorded during the second quarter of 2012, primarily related to fixed asset write-downs. The remainder of the restructuring charges were primarily associated with severance and benefits costs related to headcount reductions.

In June of 2013, the Corporation entered into a lease termination agreement for the facility that was vacated as part of the 2012 restructuring initiative. The lease termination payment was made in July, resulting in a \$3.7 million decrease to the restructuring liability, which is reflected in Other current liabilities of the Corporation's Condensed Consolidated Balance Sheet.

*Nonrecurring measurements*

In connection with our 2012 restructuring initiative, during the second quarter of 2012, the Corporation announced a plan to cease operations at a certain facility within our Surface Technologies segment by the fourth quarter of 2012. This decision resulted in a reduction of the useful life of the asset group at the facility. In accordance with the provisions of the Impairment or Disposal of Long-Lived Assets guidance of FASB Codification Subtopic 360-10, long-lived assets held and used with a carrying amount of \$4.8 million were written down to their fair value of zero , resulting in an impairment charge of \$4.8 million . The fair value of the impairment charge was determined using the income approach over the reduced useful life of the asset group. In accordance with the fair value hierarchy, the impairment charge is classified as a Level 3 measurement as it is based on significant other observable inputs.

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

**11. 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 2012 Annual Report on Form 10-K. 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, 2013 and 2012 are as follows:

	<i>(In thousands)</i>			
	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Service cost	\$ 8,449	\$ 10,061	\$ 30,167	\$ 30,194
Interest cost	7,163	6,564	20,679	19,695
Expected return on plan assets	(9,306)	(8,382)	(27,067)	(25,152)
Amortization of prior service cost	165	300	719	901
Amortization of unrecognized actuarial loss	3,560	2,755	11,767	8,266
Curtailements	(2,818)	—	(107)	—
Net periodic benefit cost	<u>\$ 7,213</u>	<u>\$ 11,298</u>	<u>\$ 36,158</u>	<u>\$ 33,904</u>

In May 2013, the Corporation's Board of Directors approved an amendment to the CW Pension Plan. The amendment, which is effective January 1, 2014, changes the time period used to calculate final and career average pay formulas and resulted in a \$3 million reduction to the projected benefit obligation of the plan and a second quarter 2013 curtailment charge of \$2 million. The plan amendments also required a remeasurement of the assets and liabilities of the Curtiss-Wright Pension Plan. Due to favorable asset performance and an increase in the discount rate, the remeasurement decreased the pension liability by \$45 million in the second quarter of 2013. The tax impact of the remeasurement was \$18 million and recorded during the third quarter of 2013 as an out of period adjustment. The combined impact of the amendment, curtailment, and remeasurement resulted in a gain in Accumulated other comprehensive income, net of tax, of \$32 million.

In September 2013, the Corporation amended the Metal Improvement Company - Salaried Staff pension Scheme (U.K.) and the Penny & Giles Pension Plan (U.K.) to cease the accrual of future benefits effective December 31, 2013. The amendments to the plans resulted in a \$7 million reduction to the projected benefit obligations and a curtailment gain of \$2.8 million. The plan amendments also required a remeasurement of the assets and liabilities, which resulted in an increase to the pension liability of approximately \$1 million. The combined impact of the amendment, curtailment and remeasurement resulted in a gain in Accumulated other comprehensive income, net of tax, of \$2 million.

During the nine months ended September 30, 2013, the Corporation made \$41 million in contributions to the Curtiss-Wright Pension Plan, and does not expect to make any further contributions in 2013. In addition, contributions of \$4 million were made to the Corporation's foreign benefit plans during the nine months ended September 30, 2013. Contributions to the foreign benefit plans are expected to be \$5 million in 2013.

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

***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, 2013 and 2012 are as follows:

	<i>(In thousands)</i>			
	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Service cost	\$ 81	\$ 109	\$ 280	\$ 329
Interest cost	213	232	630	695
Amortization of prior service cost	(158)	(158)	(472)	(472)
Amortization of unrecognized actuarial gain	(140)	(180)	(460)	(539)
Net postretirement benefit cost (income)	<u>\$ (4)</u>	<u>\$ 3</u>	<u>\$ (22)</u>	<u>\$ 13</u>

During the nine months ended September 30, 2013, the Corporation paid \$0.8 million to the postretirement plans. During 2013, the Corporation anticipates contributing \$1.2 million to the postretirement plans.

**12. 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:

	<i>(In thousands)</i>			
	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Basic weighted-average shares outstanding	47,081	46,884	46,839	46,795
Dilutive effect of stock options and deferred stock compensation	982	531	846	698
Diluted weighted-average shares outstanding	<u>48,063</u>	<u>47,415</u>	<u>47,685</u>	<u>47,493</u>

As of September 30, 2013 and 2012, there were 304,000 and 1,260,000 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.

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

**13. 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 operates through three segments: Flow Control, Controls, and Surface Technologies.

	<i>(In thousands)</i>			
	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
<b>Net sales</b>				
Flow Control	\$ 311,480	\$ 236,733	\$ 943,164	\$ 778,177
Controls	212,623	176,649	635,555	528,472
Surface Technologies	77,004	68,446	235,137	209,602
Less: Intersegment revenues	(440)	(2,606)	(2,815)	(8,982)
Total consolidated	<u>\$ 600,667</u>	<u>\$ 479,222</u>	<u>\$ 1,811,041</u>	<u>\$ 1,507,269</u>
<b>Operating income (expense)</b>				
Flow Control	\$ 24,858	\$ 1,194	\$ 76,696	\$ 38,335
Controls	32,620	22,790	72,142	59,246
Surface Technologies	11,728	8,200	38,556	23,993
Corporate and eliminations <sup>(1)</sup>	(6,319)	(8,818)	(28,693)	(22,109)
Total consolidated	<u>\$ 62,887</u>	<u>\$ 23,366</u>	<u>\$ 158,701</u>	<u>\$ 99,465</u>

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

Operating income by reportable segment and the reconciliation to income from continuing operations before income taxes are as follows:

	<i>(In thousands)</i>			
	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Total operating income	\$ 62,887	\$ 23,366	\$ 158,701	\$ 99,465
Interest expense	(9,690)	(6,648)	(27,681)	(19,656)
Other income, net	378	(119)	1,076	113
Earnings from continuing operations before income taxes	<u>\$ 53,575</u>	<u>\$ 16,599</u>	<u>\$ 132,096</u>	<u>\$ 79,922</u>

	<i>(In thousands)</i>	
	September 30, 2013	December 31, 2012
<b>Identifiable assets</b>		
Flow Control	\$ 1,559,339	\$ 1,417,047
Controls	1,360,945	1,365,112
Surface Technologies	311,162	302,079
Corporate and Other	57,720	30,350
Total consolidated	<u>\$ 3,289,166</u>	<u>\$ 3,114,588</u>



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

**14. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

The cumulative balance of each component of accumulated other comprehensive (loss) income, net of tax, is as follows:

	<i>(In thousands)</i>		
	Foreign currency translation adjustments, net	Total pension and postretirement adjustments, net	Accumulated other comprehensive income (loss)
December 31, 2011	\$ 39,768	\$ (104,899)	\$ (65,131)
Current period other comprehensive income (loss)	25,954	(16,331)	9,623
December 31, 2012	\$ 65,722	\$ (121,230)	\$ (55,508)
Other comprehensive income (loss) before reclassifications (1)	(7,864)	32,959	25,095
Amounts reclassified from accumulated other comprehensive loss (1)	—	8,710	8,710
Net current period other comprehensive income (loss)	(7,864)	41,669	33,805
September 30, 2013	\$ 57,858	\$ (79,561)	\$ (21,703)

(1) All amounts are after tax.

Details of amounts reclassified from accumulated other comprehensive income (loss) are below:

	<i>(In thousands)</i>	
	Amount reclassified from Accumulated other comprehensive income (loss)	Affected line item in the statement where net earnings is presented
Defined benefit pension and other postretirement benefit plans		
Amortization of prior service costs	(247)	(1)
Amortization of actuarial losses	(11,307)	(1)
Curtailments	(2,178)	(1)
	(13,732)	Total before tax
	5,022	Income tax
Total reclassifications	\$ (8,710)	Net of tax

(1) These items are included in the computation of net periodic pension cost. See Note 11, Pension and Other Postretirement Benefit Plans.

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

**15. CONTINGENCIES AND COMMITMENTS**

**Legal Proceedings**

The Corporation has been named in a number of lawsuits that allege injury from exposure to asbestos. To date, the Corporation has not been found liable for or paid any material sum of money in settlement in any case. The Corporation believes its minimal use of asbestos in its past and current operations and the relatively non-friable condition of asbestos in its products makes it unlikely that it will face material liability in any asbestos litigation, whether individually or in the aggregate. The Corporation maintains insurance coverage for these potential liabilities and believes adequate coverage exists to cover any unanticipated asbestos liability.

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 effect on the Corporation's results of operations or financial position.

**Environmental Matters**

The aggregate environmental liability was \$16.8 million at September 30, 2013 and \$16.4 million at December 31, 2012. All environmental reserves exclude any potential recovery from insurance carriers or third-party legal actions.

**Letters of Credit and Other Financial Arrangements**

The Corporation enters into standby letters of credit agreements and guarantees with financial institutions and customers primarily relating to guarantees of repayment, future performance on certain contracts to provide products and services, and to secure advance payments from certain international customers. At September 30, 2013 and December 31, 2012, there were \$51.1 million and \$51.8 million of stand-by letters of credit outstanding, respectively, and \$18.3 million and \$6.8 million of bank guarantees outstanding, respectively. In addition, the Corporation is required to provide the Nuclear Regulatory Commission financial assurance demonstrating its ability to cover the cost of decommissioning its Cheswick, Pennsylvania facility upon closure, though the Corporation does not intend to close this facility. The Corporation has provided this financial assurance in the form of a \$52.9 million surety bond.

**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 and the United States. The terms of the AP1000 China and United States contracts include liquidated damage penalty provisions for failure to meet contractual delivery dates if the Corporation caused the delay and the delay was not excusable. On October 10, 2013, the Corporation received a letter from Westinghouse stating entitlements to the maximum amount of liquidated damages allowable under the AP1000 China contract from Westinghouse of approximately \$25 million. The Corporation would be liable for liquidated damages under the contract if certain contractual delivery dates were not met and if the Corporation was deemed responsible for the delay. To date, the Corporation has not met certain contractual delivery dates under its AP 1000 China contract; however there are significant uncertainties as to which parties are responsible for the delays. The Corporation believes it has adequate legal defenses and we intend to vigorously defend this matter. Given the uncertainties surrounding the responsibility for the delays no accrual has been made for this matter as of September 30, 2013. The range of possible loss is \$0 to \$25 million.

**U.S. Government Defense Budget/Sequestration**

In August 2011, the Budget Control Act (the Act) announced a reduction in the Department of Defense (DoD) top line budget by approximately \$490 billion over 10 years starting in 2013. The initial and mandatory budget cuts (or sequestration) as outlined in the Act were to be implemented starting on January 2, 2013. However, on January 1, 2013, Congress elected to delay the impact of sequestration until at least March 1, 2013, and these cuts were to be automatically implemented if an agreement had not been reached by March 27, 2013. On March 26, 2013, President Obama signed into law a continuing budget resolution which provides additional funding and flexibility for U.S. Government agencies to reallocate funds to priority areas in FY2013. In April 2013, the President released his initial budget proposal for FY2014, which leaves uncertainty as to how the sequester to be imposed on defense spending next year will be determined. While such reductions to future DoD spending levels are largely undetermined, any reduction in levels of DoD spending, cancellations or delays impacting existing contracts or programs, including through sequestration, could have a material impact on the Corporation's results of operations, financial position, or cash flows.



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

**Lease Agreements**

On June 3, 2013, the Corporation entered into a build to suit agreement for the construction and lease of a new manufacturing facility in Bethlehem, Pennsylvania. The new facility will consist of two buildings totaling approximately 178,975 square feet situated on 12.5 acres, and will serve as a facility for warehousing, heavy manufacturing, research and development, general office, and hazardous material storage for the Electro Mechanical division in the Flow Control segment. Under the terms of the lease agreement, the Corporation is obligated to pay annual fixed rent of \$1.9 million every year for the first eight years with rent escalation of 2.5% every year thereafter for a total of fifteen years.

On June 5, 2013, the Corporation entered into a build to suit agreement for the construction and lease of a new facility in Idaho Falls, Idaho. The new facility will consist of two buildings totaling approximately 112,000 square feet situated on 8.6 acres, and will serve as a general office, assembly, and testing facility for the Nuclear Group division in the Flow Control segment. Under the terms of the lease agreement, the Corporation is obligated to pay initial annual rent of \$1.1 million with rent escalation of 2.5% every year thereafter for a total of fifteen years.

**16. SUBSEQUENT EVENTS**

On October 1, 2013, the Corporation acquired the stock of Parvus Corporation for \$38 million in cash. Parvus is a designer and manufacturer of rugged small form factor computers and communications subsystems for the aerospace, defense, homeland security, and industrial markets. The business will operate within the Corporation's Controls segment.

On October 1, 2013, the Corporation acquired the assets of Ovalpath, Inc. for \$2.5 million in cash. The agreement also provides for future consideration of up to an additional \$6.4 million based on the achievement of certain financial metrics over a five year period immediately after the closing date. Ovalpath is the developer of a proprietary software platform used in mobile-device based applications serving the commercial nuclear power market. The business will operate within the Corporation's Flow Control segment.

On October 4, 2013, the Corporation acquired the membership interests of Arens Controls, LLC for \$98 million in cash. Arens is a designer and manufacturer of highly-engineered, precision operator interface controls, and power management systems for commercial and off-road industrial vehicles. The business will operate within the Corporation's Controls segment.

**CURTISS-WRIGHT CORPORATION and SUBSIDIARIES**  
**PART I- ITEM 2**  
**MANAGEMENT'S DISCUSSION and ANALYSIS of**  
**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," "will," 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 2012 Annual Report on Form 10-K, 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**  
**PART I - ITEM 2**  
**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 industries which are reported through our Flow Control, Controls, and Surface Technologies segments. 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, automotive, 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 30% of our 2013 revenues are expected to be 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, Controls, and Surface Technologies. For further information on our products and services and the major markets served by our three segments, please refer to our 2012 Annual Report on Form 10-K.

**RESULTS OF OPERATIONS**

Analytical Definitions

Throughout management's discussion and analysis of financial condition and results of operations, the terms "incremental" and "organic" are used to explain changes from period to period. The term "incremental" is used to highlight the impact acquisitions and divestitures had on the current year results. The results of operations for acquisitions are incremental for the first twelve months from the date of acquisition. Additionally, the results of operations of divested businesses are removed from the comparable prior year period for purposes of calculating "organic" or "incremental" results. The definition of "organic" excludes the effect of foreign currency translation. These measures provide a tool for evaluating our ongoing operations from period to period. These metrics, however, are not measures of financial performance under accounting principles generally accepted in the United States of America (GAAP) and should not be considered a substitute for measures determined in accordance with GAAP. The non-GAAP financial measures that we disclose are organic revenue and organic operating income - defined as revenue and operating income, excluding the impact of foreign currency fluctuations and contributions from acquisitions and divestitures made during the last twelve months. When used in the MD&A, we have provided the comparable GAAP measure in the discussion.

On March 30, 2012, we completed the sale of our heat treating business, which had been previously reported within the Surface Technologies segment. The results of operations of this business and the gain that was recognized on the sale are reported within discontinued operations.

The MD&A is organized into the following sections: Consolidated Statements of Earnings, Results by Business Segment, Liquidity and Capital Resources and a reconciliation of Non-GAAP measures.

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

**Consolidated Statements of Earnings**

*(In thousands)*

	Three Months Ended			Nine Months Ended		
	September 30,			September 30,		
	2013	2012	% change	2013	2012	% change
<b>Sales</b>						
Flow Control	\$ 311,487	\$ 236,733	32%	\$ 943,147	\$ 778,177	21 %
Controls	212,544	174,616	22%	633,981	520,792	22 %
Surface Technologies	76,636	67,873	13%	233,913	208,300	12 %
<b>Total sales</b>	<b>\$ 600,667</b>	<b>\$ 479,222</b>	<b>25%</b>	<b>\$ 1,811,041</b>	<b>\$ 1,507,269</b>	<b>20 %</b>
<b>Operating income</b>						
Flow Control	\$ 24,858	\$ 1,194	1,982%	\$ 76,696	\$ 38,335	100 %
Controls	32,620	22,790	43%	72,142	59,246	22 %
Surface Technologies	11,728	8,200	43%	38,556	23,993	61 %
Corporate and eliminations	(6,319)	(8,818)	28%	(28,693)	(22,109)	(30)%
<b>Total operating income</b>	<b>\$ 62,887</b>	<b>\$ 23,366</b>	<b>169%</b>	<b>\$ 158,701</b>	<b>\$ 99,465</b>	<b>60 %</b>
Interest expense	(9,690)	(6,648)	46%	(27,681)	(19,656)	41 %
Other income, net	378	(119)	NM	1,076	113	NM
Earnings before taxes	53,575	16,599	223%	132,096	79,922	65 %
Provision for income taxes	17,214	5,156	234%	41,422	25,802	61 %
<b>Net earnings from continuing operations</b>	<b>\$ 36,361</b>	<b>\$ 11,443</b>		<b>\$ 90,674</b>	<b>\$ 54,120</b>	
New orders	\$ 595,827	\$ 473,347	26%	\$ 1,816,021	\$ 1,473,595	23 %

NM- not a meaningful percentage

*Sales*

Sales for the third quarter of 2013 increased \$121.4 million , or 25% , to \$600.7 million , compared with the same period in 2012 , primarily due to the incremental impact of acquisitions, which contributed 22% . On a segment basis, Flow Control contributed \$74.8 million of increased sales, while Controls and Surface Technologies contributed \$37.9 million and \$8.8 million of increased sales, respectively.

Sales for the first nine months of 2013 increased \$303.8 million or 20% , to \$1,811 million , compared with the same period in 2012 . This increase was primarily due to the incremental impact of acquisitions, which contributed 20% . On a segment basis, Flow Control contributed \$165 million of increased sales, while Controls and Surface Technologies contributed \$113.2 million and \$25.6 million of increased sales, respectively.

The first table below further depicts our sales by market, while the second table depicts the components of our sales and operating income growth.

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

(In thousands)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	2012	% change	2013	2012	% change
<b>Defense markets:</b>						
Aerospace	\$ 61,738	\$ 77,541	(20%)	\$ 191,863	\$ 227,433	(16%)
Ground	23,048	25,670	(10%)	69,608	75,597	(8%)
Naval	90,996	74,400	22%	264,537	252,040	5%
Other	2,431	6,856	(65%)	12,633	21,339	(41%)
<b>Total Defense</b>	<b>\$ 178,213</b>	<b>\$ 184,467</b>	<b>(3%)</b>	<b>\$ 538,641</b>	<b>\$ 576,409</b>	<b>(7%)</b>
<b>Commercial markets:</b>						
Aerospace	\$ 102,436	\$ 86,868	18%	\$ 301,354	\$ 263,034	15%
Oil and Gas	112,095	59,809	87%	324,491	181,573	79%
Power Generation	108,967	86,826	26%	342,411	290,180	18%
General Industrial	98,956	61,252	62%	304,144	196,073	55%
<b>Total Commercial</b>	<b>\$ 422,454</b>	<b>\$ 294,755</b>	<b>43%</b>	<b>\$ 1,272,400</b>	<b>\$ 930,860</b>	<b>37%</b>
<b>Total Curtiss-Wright</b>	<b>\$ 600,667</b>	<b>\$ 479,222</b>	<b>25%</b>	<b>\$ 1,811,041</b>	<b>\$ 1,507,269</b>	<b>20%</b>

*Components of sales and operating income increase (decrease):*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	Sales	Operating Income	Sales	Operating Income
Organic	3%	135%	—%	47%
Acquisitions	22%	27%	20%	11%
Foreign currency	—%	7%	—%	2%
<b>Total</b>	<b>25%</b>	<b>169%</b>	<b>20%</b>	<b>60%</b>

**Three months ended September 30, 2013 compared with three months ended September 30, 2012**

*Sales*

Sales in the defense market decreased \$6.3 million , or 3% , to \$178.2 million . In our Flow Control segment, defense sales increased in the naval defense market due to higher levels of production on the Virginia class submarine. In our Controls segment, sales decreased primarily in the aerospace defense market, due to lower production levels on the Black Hawk and several Unmanned Aerial Vehicle (UAV) platforms, and lower sales of embedded computing products supporting various helicopter programs. In the ground defense market, sales decreased primarily due to lower production levels on the Bradley fighting vehicle platform.

Commercial sales increased \$127.7 million , or 43% , to \$422 million , from the comparable prior year period, primarily due to the incremental impact of acquisitions, which contributed to higher sales in the oil and gas, general industrial, and power generation markets. Organic commercial sales increased 8% from the comparable prior year period. In our Flow Control segment, organic commercial sales were essentially flat as a decrease in sales in the general industrial market due to an expected customer loss were offset by higher sales in our nuclear power market. In our Controls segment, organic commercial

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

sales increased primarily due to higher sales of both our flight control products on all major Boeing aircraft and specialty production support on Boeing's 787 aircraft in the commercial aerospace market. In our Surface Technologies segment, organic commercial sales increased primarily due to increased coating services in the commercial aerospace market.

*Operating income*

During the third quarter of 2013, operating income increased \$39.5 million, or 169%, to \$62.9 million, and operating margin increased 560 basis points, to 10.5%, compared with the same period in 2012. Acquisitions contributed \$6.4 million of operating income and were 90 basis points dilutive to current period operating margin.

On a segment basis, the increase in operating income in our Flow Control segment of \$23.7 million, to \$24.9 million, was primarily due to certain charges in the prior year period that did not reoccur in the current year period. Those prior year charges were primarily changes in the estimate to complete on the AP1000 program of \$12.2 million and the strike at our EMD facility of \$11.3 million. Excluding the impacts of the strike, changes in estimate on the AP 1000 program, restructuring charges from the prior year results, and the current period contribution from acquisitions, current period operating income as compared to the prior year, decreased primarily due to higher compensation costs. Acquisitions contributed \$2.6 million of incremental operating income to the Flow Control segment during the current quarter. In our Controls segment, operating income increased \$9.8 million, or 43%, to \$32.6 million, primarily due to the incremental impact of acquisitions of \$4.3 million and a \$2.8 million curtailment gain due to changes in our U.K. pension plans. In our Surface Technologies segment, operating income increased \$3.5 million, or 43%, to \$11.7 million, primarily due to the benefit of prior year restructuring activities.

**Nine months ended September 30, 2013 compared with nine months ended September 30, 2012**

*Sales*

Sales in the defense market decreased \$37.8 million, or 7%, to \$538.6 million, from the comparable prior year period, primarily due to lower sales in the aerospace defense market. In our Flow Control segment, naval defense sales were essentially flat as lower production on the DDG-1000 and DDG-51 destroyer programs and completion of production on the Advanced Arresting Gear program, were offset by increased production on the CVN-79 and various other product sales across a number of different different naval programs. In our Controls segment, sales decreased primarily in the aerospace defense market, due to lower production levels on the Black Hawk and lower sales of embedded computing products supporting various helicopter programs.

Commercial sales increased \$341.5 million, or 37%, to \$1,272 million, from the comparable prior year period, mainly due to the incremental impact of acquisitions, which primarily contributed to higher sales in the oil and gas and general industrial markets. Organic commercial sales increased 5% from the comparable prior year period. In our Flow Control segment, organic commercial sales were slightly higher, as higher sales in the power generation market offset lower sales in the general industrial market due to an expected decrease as a result of an anticipated customer loss. In our Controls segment, organic commercial sales increased primarily due to higher sales of both our flight control products on all major Boeing aircraft and specialty production support on Boeing's 787 aircraft in the commercial aerospace market. In our Surface Technologies segment, organic commercial sales increased primarily due to an increase in volume in our coatings services as we continue to benefit from the ramp up in OEM production rates.

*Operating income*

During the nine months ended September 30, 2013, operating income increased \$59.2 million, or 60%, to \$158.7 million, and operating margin improved 220 basis points, to 8.8% compared with the same period in 2012. Acquisitions contributed \$11.3 million of operating income and were 90 basis points dilutive to current period operating margin. On a segment basis, the increase in operating income in our Flow Control segment of \$38.4 million, or 100%, to \$76.7 million, was primarily due to certain charges that occurred in the prior year period that did not reoccur in the current year period, higher sales in the power generation market, and improved profitability in our oil and gas division due to Cimarron's integration. In our Controls segment, operating income increased \$12.9 million, or 22%, to \$72.1 million, primarily due to the incremental impact of acquisitions of \$5.6 million, a \$2.8 million curtailment gain due to changes in our U.K. pension plans, and improved profitability in our defense businesses as a result of our prior year restructuring initiatives. In our Surface Technologies segment, operating income increased \$14.6 million, or 61%, to \$38.6 million, primarily due to \$6.0 million of restructuring

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

charges that occurred in the prior year period that did not reoccur in the current year period, increased organic coating sales, primarily in the commercial aerospace market, and benefits of prior year restructuring initiatives.

**Three and nine months ended September 30, 2013 compared with three and nine months ended September 30, 2012**

*Non-segment operating expense*

The decrease in non-segment operating expense in the current quarter of \$2.5 million , to \$6.3 million , is primarily due to lower unallocated corporate expenses.

The increase in non-segment operating expense during the first nine months of 2013 of \$6.6 million , to \$28.7 million , is primarily due to higher pension expenses.

*Interest expense*

The increase in interest expense in the current quarter and first nine months of 2013 , of \$3.0 million and \$8.0 million , respectively, is primarily due to the issuance of \$400 million of Senior Notes in February of 2013. The Corporation's average debt outstanding during the three and nine months ended September 30, 2013 were \$984 million and \$966 million, respectively, as compared to \$584 million, in the comparable prior year periods.

*Effective tax rate*

Our effective tax rate for the current quarter and first nine months of 2013 was 32.1% and 31.4% , respectively, compared to 31.1% and 32.3% , in the comparable prior year periods. The decrease in the effective tax rate in the first nine months of 2013 , as compared to the prior year period, was primarily due to changes in the mix of foreign versus U.S. earnings and the retroactive application of the research and development tax credit that was part of the American Taxpayer Relief Act of 2012 and signed into law during the first quarter of 2013.

*Net earnings from continuing operations*

The increase in net earnings from continuing operations of \$24.9 million , or 218% , to \$36.4 million , in the current quarter, and \$36.6 million , or 68% , to \$90.7 million , in the first nine months of 2013 , as compared to the prior year periods, is primarily due to higher operating income in all of our segments, partially offset by the higher pension and interest expense discussed above.

*Comprehensive income*

*Pension and Postretirement adjustments*

The \$14 million pension and postretirement loss in other comprehensive income, for the three months ended September 30, 2013, was primarily due to an out of period adjustment of \$18 million to record the tax impact on the second quarter remeasurement of our CW Pension plan. This was partially offset by an amendment to the Metal Improvement Company Salaried Staff pension scheme (U.K.) and the Penny & Giles Pension Plan (U.K.), which resulted in a gain in other comprehensive income, net of tax, of \$2 million and recognizing the amortization of prior service costs and unrecognized actuarial losses, net of tax, of \$2 million.

The \$42 million pension and postretirement gain in other comprehensive income, for the nine month period ended September 30, 2013, was primarily due to the May 31, 2013 amendment to the CW pension plan. The amendment changed the time period used to calculate final and career average pay formulas and resulted in a \$32 million gain, net of tax, in other comprehensive income mainly due to a \$45 million reduction to the projected benefit obligation as a result of the plan remeasurement in the second quarter of 2013. The tax impact of the remeasurement was \$18 million and recorded during the third quarter of 2013 as an out of period adjustment. The actuarial gain, resulting from the remeasurement, was driven by an increase in our discount rate from 4.0% to 4.5% as well as favorable asset return performance. In addition, the amendment to the Metal Improvement Company Salaried Staff pension scheme (U.K.) and the Penny & Giles Pension Plan (U.K.), resulted in a gain in other comprehensive income, net of tax, of \$2 million.

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

Lastly, recognizing the amortization of prior service costs and amortization of unrecognized actuarial losses, net of tax, resulted in an additional adjustment to comprehensive income of \$7 million for the nine months ended September 30, 2013.

*Foreign Currency Translation adjustments*

The increase in foreign currency translation adjustments to comprehensive income of \$10.3 million, to \$33.9 million, is primarily due to an increase in the British Pound exchange rate during the three month period ended September 30, 2013, as compared to the three month period ended September 30, 2012.

The decrease in foreign currency translation adjustments to comprehensive income of \$31.6 million, to a \$7.9 million loss, for the nine months ended September 30, 2013 is primarily due to a decrease in the Canadian and British Pound exchange rates during the nine month period ended September 30, 2013 as compared to an increase in the Canadian and British Pound exchange rates during the nine month period ended September 30, 2012.

*New orders*

New orders for the current quarter and first nine months of 2013 increased by \$122.5 million and \$342.4 million, respectively, as compared to the prior year periods. The increase in new orders in the current quarter and first nine months of 2013, is primarily due to incremental new orders from acquisitions of \$113.8 million and \$305.3 million, respectively.

**RESULTS BY BUSINESS SEGMENT**

**Flow Control**

The following tables summarize sales, operating income and margin, and new orders, and certain items impacting comparability within the Flow Control segment.

*(In thousands)*

	Three Months Ended			Nine Months Ended		
	September 30,			September 30,		
	2013	2012	% change	2013	2012	% change
Sales	\$ 311,487	\$ 236,733	32%	\$ 943,147	\$ 778,177	21%
Operating income	24,858	1,194	1,982%	76,696	38,335	100%
Operating margin	8.0%	0.5%	750 bps	8.1%	4.9%	320 bps
Restructuring charges	—	530	NM	—	3,264	NM
AP1000 - Change in estimate	—	12,166	NM	—	20,333	NM
Impacts of strike						
Production suspension	—	\$ 6,230	NM	—	\$ 6,230	NM
Under absorption of overhead costs	—	\$ 5,118	NM	—	\$ 5,118	NM
New orders	\$ 284,749	\$ 223,033	28%	\$ 917,662	\$ 760,837	21%

NM- not a meaningful percentage

- (1) On August 24, 2012, workers at the Electronic Mechanical Division (EMD)'s Cheswick, Pennsylvania facility of Curtiss-Wright's Flow Control segment went on strike. The strike led to a temporary suspension of work on open contracts and resulted in a \$5 million unfavorable impact to operating income as a result of unrecoverable absorption of overhead costs and the temporary suspension of work resulted in a shift of long-term contract milestones, which caused a decrease in





2012 sales of \$18 million and operating income of \$6 million. On September 24, 2012, the Company ratified an agreement with the union to end the strike.

*Components of sales and operating income increase (decrease):*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	Sales	Operating Income	Sales	Operating Income
Organic	7%	1,738%	1%	87%
Acquisitions	25%	218%	20%	13%
Foreign currency	—%	26%	—%	—%
Total	32%	1,982%	21%	100%

**Three months ended September 30, 2013 compared with three months ended September 30, 2012**

*Sales*

Sales increased \$74.8 million , or 32% , to \$311.5 million , from the comparable prior year period, primarily due to the incremental impact of our Cimarron, Phönix, and AP services acquisitions, which contributed \$37.2 million, \$16.8 million, and \$3.9 million, of incremental sales, respectively.

Sales in the defense market increased by 18% , primarily due to increased naval defense sales driven by increased production of pumps and generators for the Virginia Class submarine program.

Sales in the commercial market increased 37% , primarily due to the incremental impact of our Cimarron and Phönix acquisitions, which favorably impacted sales in the oil and gas market, as well as our AP Services acquisition, which favorably impacted sales in the power generation market. In the power generation market, excluding the impact of our AP Services acquisition, increased progress on the domestic AP1000 program, higher sales of instrumentation and control products, and deliveries of our spent fuel management NETCO SNAP-IN® product used in existing operating reactors, more than offset competitive pressure from low natural gas prices and fewer plant outages. Sales in the oil and gas market were flat, excluding the impact of Phönix and Cimarron, as increased pressure relief valve sales were mostly offset by lower levels of production for international capital refinery products. In the general industrial market, lower sales were primarily due to a previously announced expected customer cancellation.

*Operating income*

During the third quarter of 2013 , operating income increased \$23.7 million , or 1,982% , to \$ 24.9 million , and operating margin increased 750 basis points from the prior year quarter to 8.0% . Acquisitions contributed \$2.6 million of operating income. Excluding the items impacting comparability, noted in the first table above, and the contributions from acquisitions, operating income decreased primarily due to higher compensation costs.

*New orders*

New orders increased \$61.7 million to \$284.7 million , from the prior year quarter, primarily due to incremental new orders from acquisitions of \$65.4 million .

## **Nine months ended September 30, 2013 compared with nine months ended September 30, 2012**

### *Sales*

Sales increased \$165.0 million , or 21% , to \$943.1 million , in the first nine months of 2013 , compared with the same period in 2012 , primarily due to the incremental impact of our Cimarron, Phönix, and AP services acquisitions, which contributed \$106 million, \$36.4 million, and \$15.4 million, of incremental sales, respectively.

Sales in the defense market were essentially flat, as lower levels of production on the DDG-1000 and DDG-51 destroyer programs and completion of production on the Advanced Arresting Gear program, were offset by production on a new ship board helicopter handling systems contract and increased production on the CVN-79 aircraft carrier program.

Sales in the commercial market increased 30% , primarily due to the incremental impact of our Cimarron and Phönix acquisitions, which favorably impacted sales in the oil and gas market, as well as our AP Services acquisition, which favorably impacted sales in the power generation market. Sales in our oil and gas market, excluding the impact of Cimarron and Phönix, were essentially flat as increased sales of our pressure relief valve products were mostly offset by lower sales of capital refinery products. In the power generation market, excluding the impact of our AP Services acquisition, increased progress on the domestic AP1000 program, higher sales of instrumentation and control products, and deliveries of our spent fuel management NETCO SNAP-IN® product used in existing operating reactors, more than offset competitive pressure from low natural gas prices and fewer plant outages. In the general industrial market, lower sales were primarily due to a previously announced expected customer cancellation.

### *Operating income*

During the nine months ended September 30, 2013 , operating income increased \$38.4 million , or 100% , to \$ 76.7 million , and operating margin increased 320 basis points from the prior year period to 8.1% . Acquisitions contributed \$5.1 million of operating income. Excluding the items impacting comparability noted in the first table above, and the contributions from acquisitions, operating income decreased primarily due to higher compensation and benefit costs somewhat offset by improved performance in our oil and gas division as a result of in-sourcing Cimarron manufacturing.

### *New orders*

New orders increased \$156.8 million , to \$917.7 million , from the prior year period, primarily due to incremental new orders from acquisitions of \$167.2 million .

## Controls

The following tables summarize sales, operating income and margin, and new orders, and certain items impacting comparability within the Controls segment.

*(In thousands)*

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	2012	% change	2013	2012	% change
Sales	\$ 212,544	\$ 174,616	22%	\$ 633,981	\$ 520,792	22%
Operating income	32,620	22,790	43%	72,142	59,246	22%
Operating margin	15.3%	13.1%	220 bps	11.4%	11.4%	0 bps
Restructuring charges	—	368	NM	—	3,426	NM
Curtailment gain	2,818	—	NM	2,818	—	NM
New orders	\$ 234,490	\$ 183,863	28%	\$ 663,972	\$ 503,810	32%

*Components of sales and operating income increase (decrease):*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	Sales	Operating Income	Sales	Operating Income
Organic	(2%)	18%	(2%)	9%
Acquisitions	24%	19%	24%	9%
Foreign currency	—%	6%	—%	4%
Total	22%	43%	22%	22%

### **Three months ended September 30, 2013 compared with three months ended September 30, 2012**

#### *Sales*

Sales increased \$37.9 million , or 22% , to \$ 212.5 million , from the comparable prior year period, primarily due to the incremental impact of our Williams Controls, PG Drives, and Exlar acquisitions, which contributed \$16.2 million, \$14.3 million, and \$10.8 million of incremental sales, respectively.

Defense sales decreased 14% , compared to the prior year period, primarily in the defense aerospace market, due to lower production levels on the Black Hawk and several Unmanned Aerial Vehicle (UAV) platforms, as well as lower sales of embedded computing products supporting various helicopter programs. In the ground defense market, sales decreased primarily due to lower sales on the Bradley and Stryker family of fighting vehicles, partially offset by higher sales of turret drive systems to international customers.

Commercial sales increased 76% , primarily driven by the incremental impact of our Williams Controls, PG Drives, and Exlar acquisitions in the general industrial market. Growth in the commercial markets was also driven by higher sales in the commercial aerospace market of both our flight control products on Boeing aircraft and specialty production support on Boeing's 787 aircraft.

### *Operating income*

During the third quarter of 2013 , operating income increased \$9.8 million , or 43% , to \$ 32.6 million , and operating margin increased 220 basis points from the prior year quarter to 15.3% . Acquisitions contributed \$4.3 million of operating income and were 130 basis points dilutive to current period results. Current quarter results were favorably impacted by a curtailment gain as a result of a change in our U.K. pension plans.

Excluding the items impacting comparability noted in the first table above, contributions from acquisitions, and foreign currency translation, operating income and margin were essentially flat as benefits driven by our prior year restructuring initiatives within our defense businesses were offset by lower margins on certain long-term contracts in our industrial businesses.

### *New orders*

New orders increased by \$50.6 million to \$234.5 million , from the prior year quarter, primarily due to the incremental impact of acquisitions of \$42.1 million .

## **Nine months ended September 30, 2013 compared with nine months ended September 30, 2012**

### *Sales*

Sales increased \$113.2 million , or 22% , to \$634 million , from the comparable prior year period, driven by increases in the commercial market of 68% , partially offset by a decline in sales in the defense market of 10% . Acquisitions contributed \$121 million , or 24% , to the increase in sales.

Defense sales decreased 10% , as compared to the prior year period, primarily in the defense aerospace market, due to lower production levels on the Black Hawk and Global Hawk, and lower sales of embedded computing products on helicopter programs and other domestic and foreign military aircraft. In the ground defense market, sales decreased primarily due to lower comparable sales of turret drive systems to international customers.

The increase in sales in the commercial market was primarily due to the aforementioned acquisitions coupled with strong organic growth in the commercial aerospace market. Sales in the commercial aerospace market increased primarily due to higher sales of our flight control products on all major Boeing aircraft, as well as strong demand for sensor and control products serving the regional jet and commercial helicopter markets.

### *Operating income*

During the nine months ended September 30, 2013 , operating income increased \$12.9 million , or 22% , to \$72.1 million , compared with the same period in 2012, while operating margin was flat at 11.4% . Acquisitions contributed \$5.6 million of operating income and were 160 basis points dilutive to current period results. Current quarter results were favorably impacted by a curtailment gain as a result of a change in our U.K. pension plans.

Excluding the items impacting comparability noted in the table above, contributions from acquisitions, and foreign currency translation, operating income and margin were essentially flat as benefits driven by our prior year restructuring initiatives within our defense businesses, were slightly offset by lower organic sales volume.

### *New orders*

New orders increased by \$160.2 million to \$664 million , compared with the same period in 2012, primarily due to incremental orders from acquisitions of \$118.2 million , the timing of orders on the V-22 and JSF programs, and a \$21 million order to supply a flight data recording system for the MC-21 aircraft program. This was partially offset by lower new orders of our embedded computing products on defense applications.

## Surface Technologies

The following tables summarize sales, operating income and margin, new orders, and certain items impacting comparability within the Surface Technologies segment.

	(In thousands)					
	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	2012	% change	2013	2012	% change
Sales	\$ 76,636	\$ 67,873	13%	\$ 233,913	\$ 208,300	12%
Operating income	11,728	8,200	43%	38,556	23,993	61%
Operating margin	15.3%	12.1%	320 bps	16.5%	11.5%	500 bps
Restructuring and impairment charges	—	801	NM	—	6,042	NM
New orders	\$ 76,588	\$ 66,451	15%	\$ 234,387	\$ 208,948	12%

*Components of sales and operating income increase (decrease):*

	Three Months Ended September 30,		Nine Months Ended September 30,	
	Sales	Operating Income	Sales	Operating Income
Organic	4%	43%	3%	57%
Acquisitions	9%	1%	9%	5%
Foreign currency	—%	(1%)	—%	(1%)
Total	13%	43%	12%	61%

### Three months ended September 30, 2013 compared with three months ended September 30, 2012

#### *Sales*

Sales increased \$8.8 million , or 13% , to \$76.6 million , from the comparable prior year period, primarily due to a \$6.2 million incremental impact from our Gartner acquisition, which contributed incremental sales to the oil and gas and general industrial markets. In addition, sales in the commercial aerospace market were up 10% due to an increase in volume in our shot and laser peening services as we continue to benefit from the ramp up in OEM production rates and increased services at the Rolls-Royce aerospace manufacturing facilities. This performance was partially offset by lower sales in the aerospace defense market for our shot and laser peening services.

#### *Operating income*

During the third quarter ended September 30, 2013 , operating income increased \$3.5 million , or 43% , to \$11.7 million and operating margin increased 320 basis points to 15.3% . Our Gartner acquisition was 130 basis points dilutive to current period results.

Excluding the items impacting comparability noted in the table above, contributions from acquisitions, and foreign currency translation, operating income and margin increased primarily due to the benefits of prior year restructuring initiatives.

### *New orders*

The increase in new orders of \$10.1 million , to \$76.6 million , compared with the same period in 2012, is primarily due to the incremental impact of our Gartner acquisition.

### **Nine months ended September 30, 2013 compared with nine months ended September 30, 2012**

#### *Sales*

Sales increased \$25.6 million , or 12% , from the comparable prior year period, primarily due to a \$19.6 million incremental impact from our Gartner acquisition, which contributed incremental sales to the oil and gas and general industrial markets. In addition, sales in the commercial aerospace market were up 12% due to an increase in volume in coatings and shot and laser peening services as we continue to benefit from the ramp up in OEM production rates. This performance was partially offset by lower sales in the aerospace defense market for our shot and laser peening services.

#### *Operating income*

During the nine months ended September 30, 2013 , operating income increased \$14.6 million , or 61% , to \$38.6 million and operating margin increased 500 basis points to 16.5% . Our Gartner acquisition contributed \$1.1 million of incremental operating income and was 100 basis points dilutive to current period results.

Excluding the items impacting comparability noted in the table above and contributions from acquisitions and foreign currency translation, operating income and margin increased primarily due to operational benefits as the result of closing underperforming facilities in the prior year. In addition, prior year period results were impacted by \$6.0 million of restructuring charges that did not reoccur in the current year period.

### *New orders*

The increase in new orders of \$25 million to \$234.4 million , compared with the same period in 2012, is primarily due to the incremental impact of our Gartner acquisition.

## **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. 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.

### *Condensed Consolidated Statements of Cash Flows*

	September 30, 2013	September 30, 2012
Cash provided by (used):		
Operating activities	\$ 134,386	\$ 53,938
Investing activities	(163,867)	(12,765)
Financing activities	92,241	1,118
Effect of exchange-rate changes on cash	(3,421)	2,868
Net increase in cash and cash equivalents	59,339	45,159

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

***Operating Activities***

Cash provided by operating activities was \$134.4 million during the first nine months of 2013 , compared with \$53.9 million in the prior year period. The increase in the amount of cash provided by operating activities is primarily due to higher cash earnings and lower levels of vendor payments as compared to the prior year period.

***Investing Activities***

Net cash used in investing activities for the first nine months of 2013 was \$163.9 million , compared with \$12.8 million of cash used in investing activities in the prior year period. The increase in cash used by investing activities is primarily due to the Phönix acquisition, while the lower level of cash used in investing activities in the prior year period was primarily due to the proceeds received from the sale of the heat treating business.

During the first nine months of 2013, capital expenditures were \$57.9 million , which was essentially flat compared with the same period in the prior year.

***Financing Activities***

***Debt Issuances***

On February 26, 2013, the Corporation issued \$400 million of Senior Notes (the 2013 Notes). The 2013 Notes consist of \$225 million of 3.70% Senior Notes that mature on February 26, 2023, \$100 million of 3.85% Senior Notes that mature on February 26, 2025, and \$75 million of 4.05% Senior Series Notes that mature on February 26, 2028. An additional \$100 million of 4.11% Senior Notes that mature on September 26, 2028, were issued in September of 2013. The 2013 Notes are senior unsecured obligations, equal in right of payment to our existing senior indebtedness. The Corporation, at its option, can prepay at any time all or any part of the 2013 Notes, subject to a make-whole payment in accordance with the terms of the Note Purchase Agreement. In connection with the issuance of the 2013 Notes, the Corporation paid customary fees that have been deferred and are being amortized over the term of the 2013 Notes. Under the terms of the Note Purchase Agreement, the Corporation is required to maintain certain financial ratios, the most restrictive of which is a debt to capitalization limit of 60%. The debt to capitalization limit, is a measure of our indebtedness, as defined per the notes purchase agreement and credit facility, to capitalization, where capitalization equals debt plus equity, and is the same for and applies to all of our debt agreements and credit agreement. The 2013 Notes also contain a cross default provision with respect to our other senior indebtedness.

During the third quarter of 2013, we repaid the \$125 million 2003 senior notes that matured in September 2013.

The Corporation's debt outstanding at September 30, 2013 had an average interest rate of 3.5%, as compared to an average interest rate of 4.0% in the comparable prior year period. The Corporation's average debt outstanding was \$966 million for the nine months ended September 30, 2013 , as compared to \$584 million in same period in the prior year.

***Revolving Credit Agreement***

As of the end of September 30, 2013 , the Corporation had no outstanding borrowings under the 2012 Senior Unsecured Revolving Credit Agreement (the Credit Agreement or credit facility). The unused credit available under the Credit Agreement at September 30, 2013 was \$454 million, which could be borrowed without violating any of our debt covenants.

***Repurchase of common stock***

During the first nine months of 2013 , the Company did not repurchase any shares under its share repurchase program. During the first nine months of 2012 , the Company used \$5 million of cash to repurchase approximately 157,000 outstanding shares.

***Dividend increase***



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

During the second quarter of 2013, the Company increased its quarterly dividend to ten cents (\$0.10) a share, a 11.1% increase over the prior year dividend.

*Cash Utilization*

Management continually evaluates cash utilization alternatives, including share repurchases, acquisitions, and increased dividends to determine the most beneficial use of available capital resources. We believe that our cash and cash equivalents, cash flow from operations, available borrowings under the credit facility, and ability to raise additional capital through the credit markets, are sufficient to meet both the short-term and long-term capital needs of the organization, including the return of capital to shareholders through dividends and share repurchases and growing our business through acquisitions.

*Debt Compliance*

As of the date of this report, we were in compliance with all debt agreements and credit facility covenants, including our most restrictive covenant, which is our debt to capitalization limit of 60%. The debt to capitalization limit, is a measure of our indebtedness, as defined per the notes purchase agreement and credit facility, to capitalization, where capitalization equals debt plus equity, and is the same for and applies to all of our debt agreements and credit facility.

As of September 30, 2013 we had the ability to borrow additional debt of \$1.2 billion without violating our debt to capitalization covenant.

*Non-GAAP Measures*

Management reviews key performance indicators including revenue, segment operating income and margins, and new orders, among others. In addition, we consider certain measures to be useful to management and investors when evaluating our operating performance for the periods presented. These measures provide a tool for evaluating our ongoing operations from period to period. These metrics, however, are not measures of financial performance under accounting principles generally accepted in the United States of America (GAAP) and should not be considered a substitute for measures determined in accordance with GAAP. The non-GAAP financial measures that we disclose are organic revenue and organic operating income - defined as revenue and operating income, excluding the impact of foreign currency fluctuations and contributions from acquisitions and divestitures made during the current year.

Three Months Ended September 30,															
	<u>Flow Control</u>			<u>Controls</u>			<u>Surface Technologies</u>			<u>Corporate &amp; Other</u>			<u>Total Curtiss - Wright</u>		
	2013	2012	Chg	2013	2012	Chg	2013	2012	Chg	2013	2012	Chg	2013	2012	Chg
<b>Sales</b>															
Organic	\$254.1	\$236.7	7%	\$170.6	\$174.6	(2%)	\$ 70.4	\$ 67.9	4%	\$ —	\$ —		\$495.0	\$ 479.2	3%
Incremental <sup>(1)</sup>	57.9	—		41.3	—		6.2	—		—	—		105.4	—	
Foreign Currency Fav (Unfav) <sup>(2)</sup>	(0.5)	—		0.7	—		0.1	—		—	—		0.2	—	
<b>Total net sales</b>	<b>\$311.5</b>	<b>\$236.7</b>	<b>32%</b>	<b>\$212.5</b>	<b>\$174.6</b>	<b>22%</b>	<b>\$ 76.6</b>	<b>\$ 67.9</b>	<b>13%</b>	<b>\$ —</b>	<b>\$ —</b>		<b>\$600.7</b>	<b>\$ 479.2</b>	<b>25%</b>
<b>Operating income (expense)</b>															
Organic	\$21.9	\$1.2	1,738%	\$27.0	\$22.8	18%	\$ 11.8	\$ 8.2	43%	\$ (5.8)	\$ (8.8)	34%	\$54.9	\$ 23.4	135%
OI Margin %	8.6%	0.5%	810 bps	15.8%	13.1%	270 bps	16.7%	12.1%	460 bps				11.1%	4.9%	620 bps
Incremental <sup>(1)</sup>	2.6	—		4.3	—		—	—		(0.5)	—		6.4	—	
Foreign Currency Fav (Unfav) <sup>(2)</sup>	0.3	—		1.3	—		(0.1)	—		—	—		1.6	—	
<b>Total operating income (expense)</b>	<b>\$24.9</b>	<b>\$1.2</b>	<b>1,982%</b>	<b>\$32.6</b>	<b>\$22.8</b>	<b>43%</b>	<b>\$ 11.7</b>	<b>\$ 8.2</b>	<b>43%</b>	<b>\$ (6.3)</b>	<b>\$ (8.8)</b>	<b>28%</b>	<b>\$62.9</b>	<b>\$ 23.4</b>	<b>169%</b>
<b>OI Margin %</b>	<b>8.0%</b>	<b>0.5%</b>	<b>750 bps</b>	<b>15.3%</b>	<b>13.1%</b>	<b>220 bps</b>	<b>15.3%</b>	<b>12.1%</b>	<b>320 bps</b>				<b>10.5%</b>	<b>4.9%</b>	<b>560 bps</b>

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

Nine Months Ended September 30,

	<u>Flow Control</u>			<u>Controls</u>			<u>Surface Technologies</u>			<u>Corporate &amp; Other</u>			<u>Total Curtiss - Wright</u>		
	2013	2012	Chg	2013	2012	Chg	2013	2012	Chg	2013	2012	Chg	2013	2012	Chg
<b>Sales</b>															
Organic	\$786.8	\$778.2	1%	\$512.3	\$520.8	(2%)	\$ 214.5	\$ 208.3	3%	\$ —	\$ —		\$1,513.6	\$ 1,507.3	—%
Incremental <sup>(1)</sup>	157.7	—		121.0	—		19.6	—		—	—		298.3	—	
Foreign Currency Fav (Unfav) <sup>(2)</sup>	(1.4)	—		0.6	—		(0.2)	—		—	—		(0.9)	—	
<b>Total net sales</b>	<b>\$943.1</b>	<b>\$778.2</b>	<b>21%</b>	<b>\$634.0</b>	<b>\$520.8</b>	<b>22%</b>	<b>\$ 233.9</b>	<b>\$ 208.3</b>	<b>12%</b>	<b>\$ —</b>	<b>\$ —</b>		<b>\$1,811.0</b>	<b>\$ 1,507.3</b>	<b>20%</b>
<b>Operating income (expense)</b>															
Organic	\$71.6	\$38.3	87%	\$64.6	\$59.2	9%	\$ 37.7	\$ 24.0	57%	\$ (28.1)	\$ (22.1)	(27%)	\$145.7	\$ 99.5	47%
OI Margin %	9.1%	4.9%	420 bps	12.6%	11.4%	120 bps	17.6%	11.5%	610 bps				9.6%	6.6%	300 bps
Incremental <sup>(1)</sup>	5.1	—		5.6	—		1.1	—		(0.5)			11.3	—	
Foreign Currency Fav (Unfav) <sup>(2)</sup>	—	—		2.0	—		(0.3)	—		—	—		1.7	—	
<b>Total operating income (expense)</b>	<b>\$76.7</b>	<b>\$38.3</b>	<b>100%</b>	<b>\$72.1</b>	<b>\$59.2</b>	<b>22%</b>	<b>\$ 38.6</b>	<b>\$ 24.0</b>	<b>61%</b>	<b>\$ (28.7)</b>	<b>\$ (22.1)</b>	<b>(30%)</b>	<b>\$158.7</b>	<b>\$ 99.5</b>	<b>60%</b>
<b>OI Margin %</b>	<b>8.1%</b>	<b>4.9%</b>	<b>320 bps</b>	<b>11.4%</b>	<b>11.4%</b>	<b>0 bps</b>	<b>16.5%</b>	<b>11.5%</b>	<b>500 bps</b>				<b>8.8%</b>	<b>6.6%</b>	<b>220 bps</b>

<sup>(1)</sup> The term incremental is used to highlight the impact acquisitions had on the current year results, for which there was no comparable prior year data. Therefore, the results of operations for acquisitions are incremental for the first twelve months from the date of acquisition and are removed from our organic results. Additionally, the results of operations for divested businesses are removed from the comparable prior year period for purposes of calculating organic results. The remaining businesses are referred to as organic.

<sup>(2)</sup> Organic results exclude the effects of current period foreign currency translation.

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

**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 2012 Annual Report on Form 10-K, filed with the U.S. Securities and Exchange Commission on February 21, 2013, 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.

**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

There has been no material changes in our market risk during the nine months ended September 30, 2013 . 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 2012 Annual Report on Form 10-K.

**Item 4. CONTROLS AND PROCEDURES**

As of September 30, 2013 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, 2013 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, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## 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 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 we nor our subsidiaries have been found liable 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 maintain insurance coverage for these potential liabilities and 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, 2013. Information regarding our Risk Factors is more fully described in Item "1A. Risk Factors" of our 2012 Annual Report on Form 10-K.

### Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

The following table provides information about our repurchase of equity securities that are registered by us pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, during the quarter ended September 30, 2013.

	Total Number of shares purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of a Publicly Announced Program	Maximum Number of Shares that may yet be Purchased Under the Program
July 1 - July 31	—	\$ —	—	2,599,213
August 1 - August 31	—	—	—	2,599,213
September 1 - September 30	—	—	—	2,599,213
For the quarter ended	—	\$ —	—	2,599,213

We repurchase shares under a program announced on September 28, 2011, which authorizes the Corporation to repurchase up to 3,000,000 shares of our 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. Under the current program, shares may be purchased on the open market, in privately negotiated transactions and under plans complying with Rules 10b5-1 and 10b-18 under the Securities Exchange Act of 1934, as amended.

### Item 3. DEFAULTS UPON SENIOR SECURITIES

Not Applicable.

### Item 4. MINE SAFETY DISCLOSURES

Not applicable.

**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, 2013 . 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 2013 Proxy Statement on Schedule 14A, which is incorporated by reference to our 2012 Annual Report on Form 10-K.

**Item 6. EXHIBITS**

<b>Exhibit No.</b>	<b>Exhibit Description</b>	<b>Incorporated by Reference</b>		<b>Filed Herewith</b>
		<b>Form</b>	<b>Filing Date</b>	
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	March 23, 2012	
31.1	Certification of David C. Adams, President 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 David C. Adams, President and CEO, and Glenn E. Tynan, Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350			X
101.INS	XBRL Instance Document			X
101.SCH	XBRL Taxonomy Extension Schema Document			X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document			X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document			X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document			X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document			X

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 1, 2013



## Certifications

I, David C. Adams, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Curtiss-Wright Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 1, 2013

/s/ David C. Adams

David C. Adams

President and Chief Executive Officer



**Certifications**

I, Glenn E. Tynan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Curtiss-Wright Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 1, 2013

/s/ Glenn E. Tynan

Glenn E. Tynan  
Chief Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350

In connection with the Quarterly Report of Curtiss-Wright Corporation (the "Company") on Form 10-Q for the period ended September 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), David C. Adams, as President and Chief Executive Officer of the Company, and Glenn E. Tynan, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. section 1350, that to the best of his knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ David C. Adams

David C. Adams  
President and  
Chief Executive Officer  
November 1, 2013

/s/ Glenn E. Tynan

Glenn E. Tynan  
Chief Financial Officer  
November 1, 2013