ESCO TECHNOLOGIES INC
Form 10-Q
May 10, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(MARK ONE)

(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2012

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 1-10596

ESCO TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

MISSOURI	43-1554045
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
9900A CLAYTON ROAD ST. LOUIS, MISSOURI	63124-1186
(Address of principal executive offices)	(Zip Code)

(314) 213-7200
(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 that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X 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 (Section

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 X 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 X Accelerated filer

Non- accelerated filer Smaller reporting company
(Do not check if a 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 X

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

Class	Outstanding at January 31, 2012
Common stock, $.01 par value per share	26,730,324shares

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(Dollars in thousands, except per share amounts)

	Three Months Ended March 31,	
	2012	2011
Net sales	$173,863	166,748
Costs and expenses:		
Cost of sales	105,967	98,594
Selling, general and administrative expenses	47,944	43,409
Amortization of intangible assets	3,254	3,035
Interest expense, net	470	538
Other (income) expenses, net	(376)	125
Total costs and expenses	157,259	145,701
Earnings before income taxes	16,604	21,047
Income tax expense	6,402	7,820
Net earnings	$ 10,202	13,227
Earnings per share:		
Basic – Net earnings	$0.38	0.50
Diluted – Net earnings	$0.38	0.49

See accompanying notes to consolidated financial statements.

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(Dollars in thousands, except per share amounts)

	Six Months Ended March 31,	
	2012	2011
Net sales	$326,788	326,684
Costs and expenses:		
Cost of sales	198,688	196,077
Selling, general and administrative expenses	96,634	87,054
Amortization of intangible assets	6,407	5,888
Interest expense, net	961	1,312
Other (income) expenses, net	(848)	(493)
Total costs and expenses	301,842	289,838
Earnings before income taxes	24,946	36,846
Income tax expense	9,537	12,806
Net earnings	$ 15,409	24,040
Earnings per share:		
Basic – Net earnings	$0.58	0.91
Diluted – Net earnings	$0.57	0.90

See accompanying notes to consolidated financial statements.

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

		March 31, 2012 (Unaudited)	September 30, 2011
ASSETS			
Current assets:			
Cash and cash equivalents	$	27,071	34,158
Accounts receivable, net		136,425	144,083
Costs and estimated earnings on long-term contracts, less progress billings of $20,994 and $11,416, respectively		9,636	12,974
Inventories		111,532	96,986
Current portion of deferred tax assets		20,562	20,630
Other current assets		22,463	19,523
Total current assets		327,689	328,354
Property, plant and equipment, net		73,269	73,067
Intangible assets, net		231,872	231,848
Goodwill		361,786	361,864
Other assets		17,746	16,704
Total assets	$	1,012,362	1,011,837
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Short-term borrowings and current portion of long-term debt	$	126,365	50,000
Accounts payable		51,662	54,037
Advance payments on long-term contracts, less costs incurred of $29,476 and $30,925, respectively		20,949	23,667
Accrued salaries		21,059	26,040
Current portion of deferred revenue		23,211	24,499
Accrued other expenses		27,088	27,594
Total current liabilities		270,334	205,837
Pension obligations		32,476	33,439
Deferred tax liabilities		85,385	85,313
Other liabilities		11,676	11,538
Long-term debt, less current portion		-	75,000
Total liabilities		399,871	411,127
Shareholders' equity:			
Preferred stock, par value $.01 per share, authorized 10,000,000 shares		-	-
Common stock, par value $.01 per share, authorized 50,000,000 shares, issued 30,037,750 and 29,956,904 shares, respectively		300	300
Additional paid-in capital		276,850	275,807
Retained earnings		414,382	403,241
Accumulated other comprehensive loss, net of tax		(19,732)	(19,191)
		671,800	660,157
Less treasury stock, at cost: 3,312,426 and 3,320,926 common shares, respectively		(59,309)	(59,447)

Total shareholders' equity		612,491	600,710
Total liabilities and shareholders’ equity	$	1,012,362	1,011,837

See accompanying notes to consolidated financial statements.

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in thousands)

	Six Months Ended March 31,	
	2012	2011
Cash flows from operating activities:		
Net earnings	$15,409	24,040
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	12,327	11,333
Stock compensation expense	2,261	2,494
Changes in current assets and liabilities	(16,343)	1,411
Effect of deferred taxes	140	(940)
Change in deferred revenue and costs, net	(1,580)	2,268
Pension contributions	(1,340)	(4,010)
Other	(9)	(629)
Net cash provided by operating activities	10,865	35,967
Cash flows from investing activities:		
Acquisition of business/minority interest, net of cash acquired	(1,345)	(3,732)
Additions to capitalized software	(6,751)	(7,867)
Capital expenditures	(6,152)	(5,636)
Net cash used by investing activities	(14,248)	(17,235)
Cash flows from financing activities:		
Proceeds from long-term debt	39,365	22,508
Principal payments on long-term debt	(38,000)	(33,000)
Dividends paid	(4,268)	(4,247)
Other	(258)	949
Net cash used by financing activities	(3,161)	(13,790)
Effect of exchange rate changes on cash and cash equivalents	(543)	1,154
Net (decrease) increase in cash and cash equivalents	(7,087)	6,096
Cash and cash equivalents, beginning of period	34,158	26,508
Cash and cash equivalents, end of period	$27,071	32,604

See accompanying notes to consolidated financial statements.

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF PRESENTATION

The accompanying consolidated financial statements, in the opinion of management, include all adjustments, consisting of normal recurring accruals, necessary for a fair presentation of the results for the interim periods presented. The consolidated financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all the disclosures required for annual financial statements by accounting principles generally accepted in the United States of America (GAAP). For further information, refer to the consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2011.

The Company’s business is typically not impacted by seasonality; however, the results for the three and six-month periods ended March 31, 2012 are not necessarily indicative of the results for the entire 2012 fiscal year. References to the second quarters of 2012 and 2011 represent the fiscal quarters ended March 31, 2012 and 2011, respectively.

In preparing the financial statements, the Company uses estimates and assumptions that may affect reported amounts and disclosures. The Company regularly evaluates the estimates and assumptions related to the allowance for doubtful trade receivables, inventory obsolescence, warranty reserves, value of equity-based awards, goodwill and purchased intangible asset valuations, asset impairments, employee benefit plan liabilities, income tax liabilities and assets and related valuation allowances, uncertain tax positions, and litigation and other loss contingencies. Actual results could differ from those estimates.

2. ACQUISITION

On February 7, 2012, the Company acquired a minority interest in Calico Energy, Inc. (Calico) for $1.3 million in cash. Calico, headquartered in Seattle, WA is a provider of demand response software used in smart grid deployments and will be offered in connection with Aclara’s Smart Communications Network solution. This investment is accounted for under the cost method and is classified as a long-term other asset on the Company’s consolidated balance sheet as of March 31, 2012.

3. EARNINGS PER SHARE (EPS)

Basic EPS is calculated using the weighted average number of common shares outstanding during the period. Diluted EPS is calculated using the weighted average number of common shares outstanding during the period plus shares issuable upon the assumed exercise of dilutive common share options and vesting of performance-accelerated restricted shares (restricted shares) by using the treasury stock method. The number of shares used in the calculation of earnings per share for each period presented is as follows (in thousands):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2012	2011	2012	2011
Weighted Average Shares Outstanding - Basic	26,706	26,583	26,689	26,562

Dilutive Options and Restricted Shares	279	300	251	285
Adjusted Shares - Diluted	26,985	26,883	26,940	26,847

Options to purchase 124,654 shares of common stock at prices ranging from $35.69 - $45.20 and options to purchase 255,462 shares of common stock at prices ranging from $37.54 - $54.88 were outstanding during the three-month periods ended March 31, 2012 and 2011, respectively, but were not included in the computation of diluted EPS because the options' exercise prices were greater than the average market price of the common shares. The options expire at various periods through 2014. Approximately 232,000 and 210,000 restricted shares were excluded from the computation of diluted EPS for the three-month periods ended March 31, 2012 and 2011, respectively, based upon the application of the treasury stock method.

4. SHARE-BASED COMPENSATION

The Company provides compensation benefits to certain key employees under several share-based plans providing for employee stock options and/or performance-accelerated restricted shares (restricted shares), and to non-employee directors under a non-employee directors compensation plan.

Stock Option Plans

The fair value of each option award is estimated as of the date of grant using the Black-Scholes option pricing model. Expected volatility is based on historical volatility of the Company's stock calculated over the expected term of the option. The risk-free rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the date of grant. The expected dividend yield is based on historical dividend rates. There were no stock option grants during the first six months of fiscal 2012. Pretax compensation expense related to stock option awards was zero for the three and six-month periods ended March 31, 2012, respectively, and $0.1 million and $0.2 million for the respective prior year periods.

Information regarding stock options awarded under the option plans is as follows:

	Shares	Weighted Avg. Price	Aggregate Intrinsic Value (in millions)	Weighted Avg. Remaining Contractual Life
Outstanding at October 1, 2011	435,054	$ 35.58		
Granted	-	$ -		
Exercised	(94,136)	$ 14.66	$ 1.9	
Cancelled / Expired	(202,616)	$ 45.33		
Outstanding at March 31, 2012	138,302	$ 35.63	$ 0.3	1.3 years
Exercisable at March 31, 2012	137,635	$ 35.65	$ 0.3	

Performance-Accelerated Restricted Share Awards

Pretax compensation expense related to the restricted share awards was $1.0 million and $2.0 million for the three and six-month periods ended March 31, 2012, respectively, and $1.0 million and $2.0 million for the respective prior year periods. There have been no changes in the amount of non-vested shares since September 30, 2011. There were 486,908 non-vested shares outstanding as of March 31, 2012.

Non-Employee Directors Plan
Pretax compensation expense related to the non-employee director grants was $0.1 million and $0.2 million for the three and six-month periods ended March 31, 2012, respectively, and $0.2 million and $0.3 million for the respective prior year periods.

The total share-based compensation cost that has been recognized in results of operations and included within selling, general and administrative expenses (SG&A) was $1.1 million and $2.3 million for the three and six-month periods ended March 31, 2012, respectively, and $1.3 million and $2.5 million for the three and six-month periods ended March 31, 2011, respectively. The total income tax benefit recognized in results of operations for share-based compensation arrangements was $0.4 million and $0.9 million for the three and six-month periods ended March 31, 2012, respectively, and $0.5 million and $1.0 million for the three and six-month periods ended March 31, 2011, respectively. As of March 31, 2012, there was $7.8 million of total unrecognized compensation cost related to share-based compensation arrangements. That cost is expected to be recognized over a remaining weighted-average period of 1.9 years.

5. INVENTORIES

Inventories consist of the following:

(In thousands)	March 31, 2012	September 30, 2011
Finished goods	$36,612	30,192
Work in process, including long-term contracts	30,308	23,139
Raw materials	44,612	43,655
Total inventories	$111,532	96,986

6. COMPREHENSIVE INCOME

Comprehensive income for the three-month periods ended March 31, 2012 and 2011 was $11.2 million and $14.8 million, respectively. Comprehensive income for the six-month periods ended March 31, 2012 and 2011 was $14.9 million and $25.3 million, respectively. For the six-month period ended March 31, 2012, the Company's comprehensive income was negatively impacted by foreign currency translation adjustments of $0.5 million. For the six-month period ended March 31, 2011, the Company's comprehensive income was positively impacted by foreign currency translation adjustments of $1.2 million and interest rate swap gains of $0.1 million.

7. BUSINESS SEGMENT INFORMATION

The Company is organized based on the products and services that it offers. Under this organizational structure, the Company has three reporting segments: Utility Solutions Group (USG), RF Shielding and Test (Test) and Filtration/Fluid Flow (Filtration). The USG segment's operations consist of: Aclara Technologies LLC (Aclara), which was formed from the December 31, 2011 merger of Aclara Power-Line Systems Inc., Aclara RF Systems Inc., and Aclara Software Inc.; and Doble Engineering Company (Doble). Aclara is a proven supplier of special purpose fixed-network communications systems for electric, gas and water utilities, including hardware and software to support advanced metering applications. Doble provides high-end, intelligent diagnostic test solutions for the electric power delivery industry and is a leading supplier of partial discharge testing instruments used to assess the integrity of high voltage power delivery equipment. Test segment operations represent the EMC Group, consisting primarily of ETS-Lindgren L.P. (ETS) and Lindgren R.F. Enclosures, Inc. (Lindgren). The EMC Group is an industry leader in providing its customers with the ability to identify, measure and contain magnetic, electromagnetic and acoustic energy. The Filtration segment's operations consist of: PTI Technologies Inc. (PTI), VACCO Industries (VACCO), Crissair, Inc. (Crissair) and Thermoform Engineered Quality LLC (TEQ). The companies within this segment primarily design and manufacture specialty filtration products, including hydraulic filter elements used in commercial aerospace applications, unique filter mechanisms used in micro-propulsion devices for satellites and custom designed filters for manned and unmanned aircraft.

Management evaluates and measures the performance of its operating segments based on "Net Sales" and "EBIT", which are detailed in the table below. EBIT is defined as earnings from continuing operations before interest and taxes. The table below is presented on the basis of continuing operations and excludes discontinued operations.

(In thousands)	Three Months ended March 31,		Six Months ended March 31,	
NET SALES	2012	2011	2012	2011
USG	$74,475	84,992	$144,824	177,182
Test	50,483	42,103	89,837	74,106
Filtration	48,905	39,653	92,127	75,396
Consolidated totals	$173,863	166,748	$326,788	326,684
EBIT				
USG	$9,101	15,814	$14,067	31,169
Test	4,775	5,214	6,722	7,123
Filtration	9,468	6,534	17,704	12,009
Corporate (loss)	(6,270)	(5,977)	(12,586)	(12,143)
Consolidated EBIT	17,074	21,585	25,907	38,158
Less: Interest expense	(470)	(538)	(961)	(1,312)
Earnings before income taxes	$ 16,604	21,047	$ 24,946	36,846

Non-GAAP Financial Measures

The financial measure "EBIT" is presented in the above table and elsewhere in this Report. EBIT on a consolidated basis is a non-GAAP financial measure. Management believes that EBIT is useful in assessing the operational profitability of the Company's business segments because it excludes interest and taxes, which are generally accounted for across the entire Company on a consolidated basis. EBIT is also one of the measures used by management in determining resource allocations within the Company as well as incentive compensation.

The Company believes that the presentation of EBIT provides important supplemental information to investors by facilitating comparisons with other companies, many of which use similar non-GAAP financial measures to supplement their GAAP results. However, the Company's non-GAAP financial measures may not be comparable to other companies' non-GAAP financial performance measures. Furthermore, the use of non-GAAP financial measures is not intended to replace any measures of performance determined in accordance with GAAP.

8. DEBT

The Company's debt is summarized as follows:

(In thousands)	March 31, 2012	September 30, 2011

Total borrowings, including current portion	$126,365	125,000
Short-term borrowings and current portion of long-term debt	(126,365)	(50,000)
Total long-term debt, less current portion	$-	75,000

At March 31, 2012, the Company had approximately $189.0 million available to borrow under the credit facility, and a $50 million increase option, in addition to $27.1 million cash on hand. At March 31, 2012, the Company had $126.0 million of outstanding borrowings under the credit facility and outstanding letters of credit of $14.7 million. The Company classified all of its outstanding debt as the current portion of long-term debt as of March 31, 2012, as it becomes due within one year (November 2012). The Company also had $0.4 million of short-term borrowings outstanding at March 31, 2012. The Company's ability to access the additional $50 million increase option of the credit facility is subject to acceptance by participating or other outside banks. The Company intends to refinance its credit facility prior to June 30, 2012.

The credit facility requires, as determined by certain financial ratios, a facility fee ranging from 15 to 25 basis points per year on the unused portion. The terms of the facility provide that interest on borrowings may be calculated at a spread over the London Interbank Offered Rate (LIBOR) or based on the prime rate, at the Company's election. The facility is secured by the unlimited guaranty of the Company's material domestic subsidiaries and a 65% pledge of the material foreign subsidiaries' share equity. The financial covenants of the credit facility also include a leverage ratio and an interest coverage ratio. At March 31, 2012, the Company was in compliance with all debt covenants.

9. INCOME TAX EXPENSE

The second quarter 2012 effective income tax rate was 38.6% compared to 37.2% in the second quarter of 2011. The effective income tax rate in the first six months of 2012 was 38.2% compared to 34.7% in the prior year period. The income tax expense in the second quarter and first six months of 2012 was unfavorably impacted by correcting a $0.5 million deferred tax asset initially recorded in purchase accounting, which increased the second quarter and year-to-date effective tax rate by 3.2% and 2.1%, respectively. The income tax expense in the first six months of 2011 was favorably impacted by net research tax credits of $0.4 million, reducing the rate for the first six months of 2011 by 1.2%, as a result of the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010. The Company estimates the annual effective income tax rate for fiscal 2012 will be approximately 35%.

There was no material change in the unrecognized tax benefits of the Company during the three-month period ended March 31, 2012. The Company anticipates a $1.8 million reduction in the amount of unrecognized tax benefits in the next twelve months as a result of a lapse of the applicable statute of limitations.

10. RETIREMENT PLANS

A summary of net periodic benefit expense for the Company's defined benefit plans for the three and six-month periods ended March 31, 2012 and 2011 is shown in the following table. Net periodic benefit cost for each period presented is comprised of the following:

	Three Months Ended March 31,		Six Months Ended March 31,	
(In thousands)	2012	2011	2012	2011
Defined benefit plans				
Interest cost	$905	969	$1,810	1,897
Expected return on assets	(1,021)	(1,054)	(2,042)	(2,086)
Amortization of:				
Prior service cost	3	3	6	6
Actuarial loss	363	241	726	597
Net periodic benefit cost	$250	159	$500	414

11. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, Presentation of Comprehensive Income (ASU 2011-05). This update requires entities to present items of net income and other comprehensive income either in one continuous statement, referred to as the statement of comprehensive income, or in two separate, but consecutive, statements of net income and other comprehensive income. This update is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with retrospective applications required. This update is not expected to have a material impact on the Company's financial statements.

ITEM 2.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

The following discussion refers to the Company's results from continuing operations, except where noted. References to the second quarters of 2012 and 2011 represent the fiscal quarters ended March 31, 2012 and 2011, respectively.

OVERVIEW
In the second quarter of 2012, sales, net earnings and diluted earnings per share were $173.9 million, $10.2 million, and $0.38 per share, respectively, compared to $166.7 million, $13.2 million and $0.49 per share in the second quarter of 2011. In the first six months of 2012, sales, net earnings and diluted earnings per share were $326.8 million, $15.4 million, and $0.57 per share, respectively, compared to $326.7 million, $24.0 million and $0.90 per share in the first six months of 2011. These results reflect the timing of new projects and the wind-down of certain projects in the Utility Solutions Group and are consistent with previously communicated expectations for 2012. The Company's financial position remains strong.

NET SALES
Net sales increased $7.2 million, or 4.3%, to $173.9 million in the second quarter of 2012 from $166.7 million in the second quarter of 2011. Net sales were $326.8 million in the first six months of 2012 compared to $326.7 million in the first six months of 2011. The increase in net sales in the second quarter of 2012 as compared to the prior year quarter was due to a $9.3 million increase in the Filtration segment, an $8.4 million increase in the Test segment; partially offset by a $10.5 million decrease in the USG segment.

-Utility Solutions Group (USG)
Net sales decreased $10.5 million, or 12.4%, to $74.5 million for the second quarter of 2012 from $85.0 million for the second quarter of 2011. Net sales decreased $32.4 million, or 18.3%, to $144.8 million for the first six months of 2012 from $177.2 million in the first six months of 2011. The sales decrease in the second quarter of 2012 as compared to the prior year second quarter was mainly due to: a $9.9 million decrease in net sales from Aclara mainly driven by lower Advanced Metering Infrastructure (AMI) product deliveries for the New York City water project ($9.9 million) and the PG&E gas project ($3.7 million) as these projects near completion, partially offset by an increase in sales to electric utility cooperatives (COOPs). The sales decrease in the first six months of 2012 as compared to the first six months of 2011 was due to: a $33.1 million decrease in net sales from Aclara due to: lower AMI product deliveries for the New York City water project ($18.8 million), the PG&E gas project ($8.8 million) and to the Mexican Federal Commission of Electricity (CFE) electric project ($12.2 million) as these projects near completion.

-Test

For the second quarter of 2012, net sales of $50.5 million were $8.4 million, or 20.0%, higher than the $42.1 million of net sales recorded in the second quarter of 2011. Net sales increased $15.7 million, or 21.2%, to $89.8 million in the first six months of 2012 from $74.1 million in the first six months of 2011. The sales increase for the second quarter of 2012 as compared to the prior year second quarter was mainly due to: a $5.2 million increase in net sales from the segment's U.S. operations primarily driven by a large satellite chamber project; and a $2.8 million increase in net sales from the segment's Asian operations due to a large chamber project in China. The sales increase for the first six months of 2012 compared to the first six months of 2011 was due to: an $8.9 million increase in net sales from the segment's European operations due to the EMV acquisition (acquired February 28, 2011) and large chamber projects in Turkey and India; a $5.1 million increase in net sales from the segment's U.S operations and $1.7 million increase in net sales from the segment's Asian operations, and due to the reasons mentioned above.

-Filtration

For the second quarter of 2012, net sales of $48.9 million were $9.2 million, or 23.2%, higher than the $39.7 million of net sales recorded in the second quarter of 2011. Net sales increased $16.7 million to $92.1 million for the first six months of 2012 from $75.4 million for the first six months of 2011. The sales increase during the second quarter of 2012 as compared to the prior year second quarter was mainly due to: a $3.4 million increase in net sales at VACCO due to higher shipments of its Space products; a $3.1 million increase in net sales from PTI driven by higher shipments of aerospace elements and couplings; a $1.5 million increase in net sales at Crissair mainly due to price increases on its products; and a $1.4 million increase in net sales from TEQ due to higher shipments of its thermoscan probe cover product. The sales increase for the first six months of 2012 as compared to the first six months of 2011 was mainly due to: a $5.4 million increase in net sales from VACCO; a $4.5 million increase in net sales at PTI; a $3.7 million increase in net sales at TEQ; and a $3.3 million increase in net sales at Crissair; and due to the reasons mentioned above.

ORDERS AND BACKLOG

Backlog was $405.3 million at March 31, 2012 compared with $343.1 million at September 30, 2011. The Company received new orders totaling $185.3 million in the second quarter of 2012 compared to $167.1 million in the prior year second quarter. New orders of $97.7 million were received in the second quarter of 2012 related to USG products, $34.8 million related to Test products, and $52.8 million related to Filtration products. New orders of $81.5 million were received in the second quarter of 2011 related to USG products, $41.8 million related to Test products, and $43.8 million related to Filtration products.

The Company received new orders totaling $389.0 million in the first six months of 2012 compared to $352.9 million in the first six months of 2011. New orders of $207.4 million were received in the first six months of 2012 related to USG products, $80.4 million related to Test products, and $101.2 million related to Filtration products. New orders of $183.5 million were received in the first six months of 2011 related to USG products, $90.2 million related to Test products, and $79.2 million related to Filtration products.

In June 2011, the Company finalized a definitive agreement with Southern California Gas Co. (SoCalGas), a subsidiary of Sempra Energy, for its AMI project. SoCalGas' project includes plans to deploy Aclara's integrated hardware, software and network architecture solution to over six million residential and most commercial natural gas customers throughout its service territory. Most of the equipment will be ordered by placement of formal purchase orders under the agreement. The Company received $0.2 million in orders from SoCalGas in the second quarter of 2012 and $33.3 million in the first six months of 2012. As of March 31, 2012, total orders received from SoCalGas were approximately $53.0 million.

The Company received orders totaling $0.1 million and $6.1 million from PG&E for AMI gas products during the second quarter and first six months of 2012, respectively, compared to $5.6 million and $12.5 million for the respective prior year periods. As of March 31, 2012, as the project nears completion, total gas project-to-date orders from PG&E for AMI gas products were approximately 4.9 million units, or $275.0 million.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative (SG&A) expenses for the second quarter of 2012 were $47.9 million (27.6% of net sales), compared with $43.4 million (26.0% of net sales) for the prior year second quarter. For the first six months of 2012, SG&A expenses were $96.6 million (29.6% of net sales) compared with $87.1 million (26.6% of net sales) for the first six months of 2011. The increase in SG&A in the second quarter and first six months of 2012 compared to the respective prior periods was due to an increase within the Test segment due to the EMV acquisition (acquired February 28, 2011); increases in new product development, marketing and engineering expenses at Doble; start-up costs incurred for the SoCalGas AMI project; an increase in engineering expenses from Aclara for new Smart Grid applications and advanced networking capabilities; and new product development costs in the Filtration segment for additional Space product applications and additional content on Airbus platforms.

AMORTIZATION OF INTANGIBLE ASSETS

Amortization of intangible assets was $3.3 million and $6.4 million for the second quarter and first six months of 2012, respectively, compared to $3.0 million and $5.9 million for the respective prior