ESCO Announces Second Quarter Results

May 5, 2009

SALES UP 15 PERCENT / EPS UP 60 PERCENT

ST. LOUIS, May 5 /PRNewswire-FirstCall/ -- ESCO Technologies Inc. (NYSE: ESE) today announced its results for the second quarter ended March 31, 2009.

Within this release, references to "quarters" and "year-to-date" relate to the fiscal quarters and six-month periods ended March 31 for the respective fiscal years noted.

Net earnings and EPS are presented from "Continuing Operations" and "Discontinued Operations." Continuing Operations represent the results of the ongoing businesses of the Company. Discontinued Operations represent the results of Comtrak Technologies LLC which was sold in March 2009 and the filtration business of Filtertek which was sold in November 2007 (first quarter fiscal 2008).

Second Quarter 2009 vs. 2008 Highlights - Continuing Operations

- Net sales increased 14.7 percent to $154.2 million.
- EBIT dollars increased 34.5 percent to $18.4 million.
- EBIT as a percentage of sales increased to 11.9 percent from 10.2 percent.
- EPS increased 60 percent to $0.40 per share from $0.25 per share.
- Net debt outstanding was $181.7 million at March 31, 2009 reflecting a leverage ratio of 1.99x, well below the credit facility covenant of 3.5x.
- Entered orders were $156.7 million with a book-to-bill ratio of 102 percent.
- Firm orders of Aclara RF AMI products with PG&E gas were approximately $25 million (bringing total gas product orders to over 3 million units to date) and with New York City Water were approximately $16 million.

Chairman's Commentary

Vic Richey, Chairman and Chief Executive Officer, commented, "I am very pleased with the significant growth reflected in our second quarter operating results, especially in this challenging global economy. Additionally, I remain cautiously optimistic about the balance of the year based on our growth in sales and earnings year-to-date, our strong backlog in place today, and our expected orders for the balance of the year.

"Through regular and detailed planning meetings with our Management teams, we continue to maintain a high degree of visibility and confidence surrounding the balance of the fiscal year. But given the uncertainties of today's macro environment, we are taking a more conservative posture as we address our expected outlook for 2009. As a result of the current cycle, we are adjusting our total year expectations to reflect a modest level of uncertainty, which I would characterize as a reflection of our conservative planning approach.

"In spite of today's economy, we continue to see meaningful opportunities developing across the businesses which we believe can help shield our downside risks. To help weather this storm, we will adhere to our strict cost management disciplines as we work our way through this cycle and demonstrate our resiliency.

"While aggressively managing our operating costs, we will maintain our focus on creating significant growth opportunities. To ensure future growth, we have maintained our R&D and engineering expenditures, primarily directed toward new product development initiatives in the AMI and Smart Grid area, along with a significant amount of new Space program opportunities. I am confident that our new products currently being introduced will position us well for the future.

"In closing, we are making meaningful progress at PG&E on the gas AMI project, along with the New York City Water and Idaho Power AMI contracts."

Sales

For 2009, sales increased 14.7 percent during the second quarter and 11.8 percent for the first six months compared to the same periods of 2008. As noted in earlier releases, the prior year sales amount included $20.5 million of revenues recognized that had previously been deferred from prior periods related to PG&E / TNG revenue recognition. YTD sales increased 21 percent excluding the 2008 TNG revenue recognized.

Utility Solutions Group (USG) sales in 2009 increased 27.4 percent for the second quarter and 18.8 percent for the first six months compared to the second quarter and first six months of 2008, respectively. Absent the TNG sales deferral in 2008, YTD sales increased 37.1 percent from the prior year. USG sales increases in 2009 were primarily driven by significantly higher deliveries of fixed network RF AMI products to PG&E (gas) and continued increases in water AMI product deliveries. Additionally, having Doble for six months of 2009 versus four months in 2008 contributed an additional $13 million of YTD sales.

Test sales in 2009 increased slightly in the second quarter and are up 5.6 percent YTD, primarily due to an increase in large chamber deliveries to the international wireless and electronics end-markets.

Filtration sales in 2009 decreased slightly in the second quarter and YTD as sales increases in the defense aerospace and space product lines were offset by lower commercial aerospace product deliveries.

Earnings Before Interest and Taxes (EBIT)

On a segment basis, items that impacted EBIT dollars and EBIT as a percent of sales ("EBIT margin") during the second quarter and YTD periods of fiscal 2009 included the following:

In the USG segment, EBIT for the 2009 second quarter was $16.1 million (17.2 percent of sales) compared to $11.2 million (15.2 percent of sales) in the 2008 second quarter. The $4.9 million increase in EBIT dollars was driven by the significant sales increase of RF AMI products noted above. The increase in USG's 2009 YTD EBIT was mitigated by the $8.5 million of EBIT associated with the TNG revenue recognized in 2008. The RF AMI business contributed the largest increase to EBIT during the first six months of 2009.

In the Test segment, EBIT dollars and EBIT margins were significantly higher in 2009 due to the sales increases in 2009, favorable changes in sales mix, and rigorous cost controls.

In the Filtration segment, EBIT dollars and EBIT margins decreased in 2009 due to lower sales of high margin commercial aerospace products, an increase in research and development costs, and higher bid and proposal costs incurred related to the pursuit of a significant number of Space related projects.

Corporate operating costs were higher in 2009 due to higher amortization expenses related to recent acquisitions that included identifiable intangible assets.

Effective Tax Rate

The effective tax rate from Continuing Operations in the second quarter of 2009 was 36.1 percent compared to 37.4 percent in the second quarter of 2008. The 2009 second quarter tax rate was consistent with the Company's guidance provided in February 2009. The 2009 YTD rate was 34.1 percent compared to 37.6 percent and was favorably impacted by Congress' extension of the research tax credit during the 2009 first quarter.

New Orders

New orders received were $156.7 million and $296.2 million in the 2009 second quarter and YTD periods, respectively, compared to $162.5 million and $293.2 million in the comparable periods of 2008. Backlog at March 31, 2009 was $260.8 million.

Orders from PG&E for AMI gas products in the 2009 second quarter were $24.3 million, bringing the total gas project-to-date to over 3 million units, or $175 million. The entire PG&E project-to-date (gas and electric) represents 3.7 million units, worth approximately $225 million.

Cumulative orders-to-date for the $68.3 million New York City Water AMI project were $20.9 million, and orders-to-date for the $25 million Idaho Power AMI project were $6.2 million.

Business Outlook - 2009

Statements contained in the preceding and following paragraphs are based on current expectations. Statements that are not strictly historical are considered forward-looking, and actual results may differ materially.

The Business Outlook described below excludes the impact of any future acquisitions or divestitures, and reflects the impact of the amortization of identifiable intangible purchase accounting assets related to Aclara Software, Aclara RF, Doble and LDIC; the impact of the Doble inventory step-up resulting in "lost" profit; and the amortization of TWACS NG(TM) software.

Aclara RF Facility Relocation

Due to its significant sales growth, Aclara RF Systems Inc. (formerly Hexagram, Inc.) is in the process of relocating its operations from three existing leased facilities, to a single, newer, more efficient leased facility in the greater Cleveland area. As a result, approximately $2.0 million in pretax nonrecurring exit and relocation costs are expected to be incurred during the second half of fiscal 2009 in the Utility Solutions Group, primarily related to the noncash write-off of leasehold improvements, vacant facility charges, and moving costs.

Comtrak Technologies LLC

As previously disclosed, Management had planned to exit this business, and during March 2009, the assets of Comtrak were sold for $3.4 million and its results of operations are included in Discontinued Operations.

Revenues and Earnings Per Share - 2009

Based on Management's current expectations along with the sale of Comtrak, the Company is revising its outlook for fiscal 2009 as follows:

- Revenues of approximately $650 million;
- EPS - GAAP Basis of between $1.90 and $2.00 (including $0.05 per share of expenses related to the Aclara RF facility relocation charge noted above); and,
- EPS - Adjusted Basis of between $2.32 and $2.42 per share.

EPS - Adjusted Basis excludes approximately $0.42 per share of costs related to TWACS NG software amortization, purchase accounting intangible asset amortization related to the Company's recent acquisitions, and Doble's purchase accounting inventory step-up.

Management believes using "EPS - Adjusted Basis" as a financial measure is important for investors to understand the Company's operations and its ability to service its debt. The full-year 2009 tax rate is expected to be approximately 35 percent, with quarterly variations depending on the timing and amount of discrete tax benefits and charges.

Chairman's Commentary - Wrap-Up

Mr. Richey further commented, "As noted above, I remain cautiously optimistic about the balance of fiscal 2009. Through rigorous management oversight and a disciplined planning process, I am confident that we have sufficient opportunities and the appropriate contingencies in place to allow us to execute our current plan and achieve the operating results within our range of expectations. Having Doble for the full year and beginning our AMI deployments with Idaho Power and New York City Water should continue to provide us with positive momentum throughout 2009."

Conference Call

The Company will host a conference call today, May 5, at 4 p.m., Central Time, to discuss the Company's second quarter operating results. A live audio webcast will be available on the Company's web site at www.escotechnologies.com. Please access the web site at least 15 minutes prior to the call to register, download, and install any necessary audio software. A replay of the conference call will be available for seven days on the Company's web site noted above or by phone (dial 1-888-203-1112 and enter the pass code 4500221).

Forward-Looking Statements

Statements in this press release regarding the amounts and timing of fiscal 2009 future revenues, results, earnings, EBIT, EPS - Adjusted Basis, EPS - GAAP Basis, sales growth, orders, growth opportunities, success of new products and technologies, costs incurred with the Aclara RF relocation and new building, the fiscal 2009 effective annual tax rate, the timing and certainty of utility customer spending, the long-term success of the Company, and any other written or oral statements which are not strictly historical are "forward-looking" statements within the meaning of the safe harbor provisions of the federal securities laws. Investors are cautioned that such statements are only predictions and speak only as of the date of this release, and the Company undertakes no duty to update. The Company's actual results in the future may differ materially from those projected in the forward-looking statements due to risks and uncertainties that exist in the Company's operations and business environment including, but not limited to: the risk factors described in Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2008; the effect of the American Recovery and Reinvestment Act of 2009; the success of the Company's competitors; changes in Federal or State energy laws; the timing and content of purchase order releases under the Company's AMI contracts; the Company's successful performance of its AMI contracts; site readiness issues with Test segment customers; weakening of economic conditions in served markets; changes in customer demands or customer insolvencies; competition; intellectual property rights; technical difficulties; unforeseen charges impacting corporate operating expenses; the performance of the Company's international operations; material changes in the costs of certain raw materials including steel and copper; delivery delays or defaults by customers; termination for convenience of customer contracts; timing and magnitude of future contract awards; containment of engineering and development costs; performance issues with key customers, suppliers and subcontractors; labor disputes; changes in laws and regulations including but not limited to changes in accounting standards and taxation requirements; costs relating to environmental matters; uncertainty of disputes in litigation or arbitration; and the Company's successful execution of internal operating plans.

ESCO, headquartered in St. Louis, is a proven supplier of special purpose utility solutions for electric, gas, and water utilities, including hardware and software to support advanced metering applications and fully automated intelligent instrumentation. In addition, the Company provides engineered filtration products to the aviation, space, and process markets worldwide and is the industry leader in RF shielding and EMC test products. Further information regarding ESCO and its subsidiaries is available on the Company's web site at www.escotechnologies.com.

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations (Unaudited)
(Dollars in thousands, except per share amounts)

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008
Net Sales	$154,156	134,400
Cost and Expenses:		
Cost of sales	92,226	77,889
SG&A	38,237	38,535
Amortization of intangible assets	4,985	4,467
Interest expense	1,756	3,172
Other expenses (income), net	357	(136)
Total costs and expenses	137,561	123,927
Earnings before income taxes	16,595	10,473
Income taxes	5,990	3,912
Net earnings from continuing operations	10,605	6,561
Loss from discontinued operations, net of tax benefit of $101 and $292, respectively	(177)	(479)
Loss on sale from discontinued operations, net of tax benefit of $905	(32)	-

Net earnings from discontinued operations	(209)	(479)
Net earnings	$10,396	6,082

Earnings per share:		
Basic		
Continuing operations	0.41	0.25
Discontinued operations	(0.01)	(0.01)
Net earnings	$0.40	0.24
Diluted		
Continuing operations	0.40	0.25
Discontinued operations	(0.01)	(0.02)
Net earnings	$0.39	0.23
Average common shares O/S:		
Basic	26,177	25,847
Diluted	26,470	26,250

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations (Unaudited)
(Dollars in thousands, except per share amounts)

	Six Months Ended March 31, 2009	Six Months Ended March 31, 2008
Net Sales	$301,513	269,672
Cost and Expenses:		
Cost of sales	184,842	162,071
SG&A	77,519	70,986
Amortization of intangible assets	9,587	7,933
Interest expense	4,374	4,529
Other expenses (income), net	244	(350)
Total costs and expenses	276,566	245,169
Earnings before income taxes	24,947	24,503
Income taxes	8,502	9,208
Net earnings from continuing operations	16,445	15,295
Loss from discontinued operations, net of tax of $112 and $1,125, respectively	(197)	(1,423)
Loss on sale from discontinued operations, net of tax of $905 and $4,809, respectively	(32)	(4,974)
Net earnings from discontinued operations	(229)	(6,397)
Net earnings	$16,216	8,898

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Earnings per share:		
Basic		
Continuing operations	0.63	0.59
Discontinued operations	(0.01)	(0.25)
Net earnings	$0.62	0.34
Diluted		
Continuing operations	0.62	0.58
Discontinued operations	(0.01)	(0.24)
Net earnings	$0.61	0.34
Average common shares O/S:		
Basic	26,143	25,803
Diluted	26,444	26,227

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Condensed Business Segment Information
(Unaudited)
(Dollars in thousands)

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008	Six Months Ended March 31, 2009	Six Months Ended March 31, 2008
Net Sales				
Utility Solutions Group	$94,065	73,812	182,266	153,436
Test	33,713	33,496	69,202	65,561
Filtration	26,378	27,092	50,045	50,675
Totals	$154,156	134,400	301,513	269,672
EBIT				
Utility Solutions Group	$16,138	11,222	26,693	25,965
Test	3,748	2,742	6,982	4,732
Filtration	4,227	4,913	7,090	8,562
Corporate	(5,762) (1)	(5,232) (2)	(11,444) (3)	(10,227) (4)
Consolidated EBIT	18,351	13,645	29,321	29,032
Less: Interest expense	(1,756)	(3,172)	(4,374)	(4,529)
Earnings before income taxes	$16,595	10,473	24,947	24,503

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Note: Depreciation and amortization expense was $7.2 million and $6.9 million for the quarters ended March 31, 2009 and 2008, respectively, and $15.1 million and $12.4 million for the six-month periods ended March 31, 2009 and 2008, respectively.

(1) Includes $1.2 million of amortization of acquired intangible assets.

(2) Includes $1.1 million of amortization of acquired intangible assets.

(3) Includes $2.4 million of amortization of acquired intangible assets.

(4) Includes $1.9 million of amortization of acquired intangible assets.

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Reconciliation of Non-GAAP Financial Measures
(unaudited)

EPS - Adjusted Basis Reconciliation - FY 2009

EPS - GAAP Basis - FY 2009 Range	$1.90	2.00
Adjustments (defined below)	0.42	0.42
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EPS - Adjusted Basis - FY 2009 Range	$2.32	2.42
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Adjustments exclude pre-tax intangible asset amortization expense related to TWACS NG software, purchase accounting intangible amortization related to the Company's acquisitions within the last three years and, the expense related to the purchase accounting step-up of Doble Engineering Company inventory.

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets (Unaudited)
(Dollars in thousands)

	March 31, 2009	September 30, 2008
Assets		
Cash and cash equivalents	$26,600	28,667
Accounts receivable, net	121,156	134,710
Costs and estimated earnings on long-term contracts	4,239	9,095
Inventories	81,868	65,019
Current portion of deferred tax assets	14,540	15,368
Other current assets	17,215	14,888
Current assets from discontinued operations	-	2,889
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Total current assets	265,618	270,636
Property, plant and equipment, net	69,774	72,353
Goodwill	329,659	328,878
Intangible assets, net	227,690	236,192
Other assets	17,565	17,665
Other assets from discontinued operations	-	2,349
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	$910,306	928,073
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Liabilities and Shareholders' Equity		
Short-term borrowings and current maturities of long-term debt	$50,000	50,000
Accounts payable	43,768	48,982
Current portion of deferred revenue	18,386	18,226
Other current liabilities	44,531	49,934
Current liabilities from discontinued operations	-	1,541
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Total current liabilities	156,685	168,683
Long-term portion of deferred revenue	2,087	2,228
Deferred tax liabilities	83,167	83,515
Other liabilities	20,242	21,760
Long-term debt	165,504	183,650
Shareholders' equity	482,621	468,237
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	$910,306	928,073
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ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(Dollars in thousands)

	Six Months Ended March 31, 2009
Cash flows from operating activities:	
Net earnings	$16,216
Adjustments to reconcile net earnings to net cash provided by operating activities:	
Net loss from discontinued operations	229
Depreciation and amortization	15,108
Stock compensation expense	2,097
Changes in operating working capital	(11,413)
Effect of deferred taxes	(1,074)
Other	(1,242)

Net cash provided by operating activities - continuing operations	19,921
Net loss from discontinued operations, net of tax	(229)
Net cash provided by discontinued operations	39

Net cash used by operating activities - discontinued operations	(190)

Net cash provided by operating activities	19,731

Cash flows from investing activities:	
Additions to capitalized software	(2,487)
Capital expenditures - continuing operations	(3,116)

Net cash used by investing activities - continuing operations	(5,603)
Proceeds from divestiture of business, net - discontinued operations	3,100

Net cash used by investing activities	(2,503)
Cash flows from financing activities:	
Proceeds from long-term debt	27,000
Principal payments on long-term debt	(45,146)
Excess tax benefit from stock options exercised	782
Proceeds from exercise of stock options	1,164
Other	(190)
Net cash used by financing activities	(16,390)
Effect of exchange rate changes on cash and cash equivalents	(2,905)
Net decrease in cash and cash equivalents	(2,067)
Cash and cash equivalents, beginning of period	28,667
Cash and cash equivalents, end of period	$26,600

ESCO TECHNOLOGIES INC. AND SUBSIDIARIES
Other Selected Financial Data
(Unaudited)
(Dollars in thousands)

Backlog And Entered Orders - Q2 FY 2009	Utility Solutions	Test	Filtration	Total
Beginning Backlog - 12/31/08 continuing opers	$121,554	64,236	72,506	258,296
Entered Orders	97,247	26,024	33,413	156,684
Sales	(94,065)	(33,713)	(26,378)	(154,156)
Ending Backlog - 3/31/09	$124,736	56,547	79,541	260,824

Backlog And Entered Orders - YTD Q2 FY 2009	Utility Solutions	Test	Filtration	Total
Beginning Backlog - 9/30/08 continuing opers	$124,847	69,823	71,463	266,133
Entered Orders	182,155	55,926	58,123	296,204
Sales	(182,266)	(69,202)	(50,045)	(301,513)
Ending Backlog - 3/31/09	$124,736	56,547	79,541	260,824

SOURCE ESCO Technologies Inc.

CONTACT:
Patricia K. Moore,
Director, Investor Relations of ESCO Technologies Inc.,
+1-314-213-7277;
or media inquiries,

David P. Garino,
+1-314-982-0551,
for ESCO Technologies Inc.
Web Site: http://www.escotechnologies.com
(ESE)