

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 DECEMBER 31, 2010

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  
(State or other jurisdiction of  
incorporation or organization)

43-1554045  
(I.R.S. Employer  
Identification No.)

9900A CLAYTON ROAD  
ST. LOUIS, MISSOURI  
(Address of principal executive offices)

63124-1186  
(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  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  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  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

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, 2011
Common stock, \$.01 par value per share	26,561,721 shares

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  
December 31,

	<u>2010</u>	<u>2009</u>
Net sales	\$ 159,936	112,705
Costs and expenses:		
Cost of sales	97,483	67,436
Selling, general and administrative expenses	43,645	39,208
Amortization of intangible assets	2,853	2,884
Interest expense, net	774	1,482
Other (income) expenses, net	(618)	1,023
Total costs and expenses	<u>144,137</u>	<u>112,033</u>
Earnings before income taxes	15,799	672
Income tax expense	4,986	236
Net earnings	<u>\$ 10,813</u>	<u>436</u>
Earnings per share:		
Basic – Net earnings	<u>\$ 0.41</u>	<u>0.02</u>
Diluted – Net earnings	<u>\$ 0.40</u>	<u>0.02</u>

See accompanying notes to consolidated financial statements.

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

	December 31, 2010	September 30, 2010
	(Unaudited)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 29,848	26,508
Accounts receivable, net	131,664	141,098
Costs and estimated earnings on long-term contracts, less progress billings of \$12,996 and \$12,189, respectively	8,070	12,743
Inventories	88,382	83,034
Current portion of deferred tax assets	15,655	15,809
Other current assets	12,482	17,169
Total current assets	286,101	296,361
Property, plant and equipment, net	72,457	72,563
Goodwill	355,717	355,656
Intangible assets, net	229,402	229,736
Other assets	18,943	19,975
Total assets	\$ 962,620	974,291
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Short-term borrowings and current portion of long-term debt	\$ 51,533	50,000
Accounts payable	39,406	59,088
Advance payments on long-term contracts, less costs incurred of \$31,694 and \$19,547, respectively	19,829	5,729
Accrued salaries	16,652	23,762
Current portion of deferred revenue	26,758	21,907
Accrued other expenses	24,156	26,494
Total current liabilities	178,334	186,980
Pension obligations	26,835	29,980
Deferred tax liabilities	79,900	79,388
Other liabilities	18,445	17,961
Long-term debt, less current portion	94,000	104,000
Total liabilities	397,514	418,309
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 29,889,147 and 29,839,343 shares, respectively	299	298
Additional paid-in capital	271,581	270,943
Retained earnings	367,965	359,274
Accumulated other comprehensive loss, net of tax	(15,064)	(14,793)
	624,781	615,722
Less treasury stock, at cost: 3,334,986 and 3,338,986 common shares, respectively	(59,675)	(59,740)
Total shareholders' equity	565,106	555,982
Total liabilities and shareholders' equity	\$ 962,620	974,291

See accompanying notes to consolidated financial statements.

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

Three Months Ended  
December 31,

	2010	2009
Cash flows from operating activities:		
Net earnings	\$ 10,813	436
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	5,537	5,564
Stock compensation expense	1,232	1,031
Changes in current assets and liabilities	(1,262)	(958)
Effect of deferred taxes	666	(1,218)
Change in deferred revenue and costs, net	4,427	598
Pension contributions	(3,400)	(68 )
Other	1,127	(183)
Net cash provided by operating activities	19,140	5,202
Cash flows from investing activities:		
Additions to capitalized software	(2,668)	(1,381)
Capital expenditures	(2,661)	(3,715)
Net cash used by investing activities	(5,329)	(5,096)
Cash flows from financing activities:		
Proceeds from long-term debt	9,533	-
Principal payments on long-term debt	(18,000)	(10,044)
Dividends paid	(2,122)	-
Other	462	880
Net cash used by financing activities	(10,127)	(9,164)
Effect of exchange rate changes on cash and cash equivalents	(344)	(219)
Net increase (decrease) in cash and cash equivalents	3,340	(9,277)
Cash and cash equivalents, beginning of period	26,508	44,630
Cash and cash equivalents, end of period	\$ 29,848	35,353

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, 2010.

The Company's business is typically not impacted by seasonality; however, the results for the three-month period ended December 31, 2010 are not necessarily indicative of the results for the entire 2011 fiscal year. References to the first quarters of 2011 and 2010 represent the fiscal quarters ended December 31, 2010 and 2009, 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. 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 December 31,	
	2010	2009
Weighted Average Shares Outstanding - Basic	26,540	26,423
Dilutive Options and Restricted Shares	276	286
Adjusted Shares - Diluted	26,816	26,709

Options to purchase 437,264 shares of common stock at prices ranging from \$35.69 - \$54.88 and options to purchase 578,544 shares of common stock at prices ranging from \$35.69 - \$54.88 were outstanding during the three-month periods ended December 31, 2010 and 2009, 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 238,000 and 241,000 restricted shares were excluded from the computation of diluted EPS for the three-month period ended December 31, 2010 and 2009, respectively, based upon the application of the treasury stock method.

3. 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 quarter of fiscal 2011. Pretax compensation expense related to the stock option awards was \$0.1 million and \$0.1 million for the three-month periods ended December 31, 2010 and 2009, respectively.

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, 2010	761,931	\$ 35.15		
Granted	-	-		
Exercised	(17,376)	\$ 12.71	\$ 0.4	
Cancelled	(177,715)	\$ 42.98		

Outstanding at December 31, 2010	566,840	\$ 33.38	\$ 4.7	1.4 years
Exercisable at December 31, 2010	526,608	\$ 33.08	\$ 4.7	

#### Performance-accelerated Restricted Share Awards

Pretax compensation expense related to the restricted share awards was \$1.0 million and \$0.8 million for the three -month periods ended December 31, 2010 and 2009, respectively.

The following summary presents information regarding outstanding restricted share awards as of December 31, 2010 and changes during the three-month period then ended:

	Shares	Weighted Avg. Price
Nonvested at October 1, 2010	304,176	\$ 38.95
Granted	103,457	\$ 32.86
Nonvested at December 31, 2010	407,633	\$ 37.40

#### 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 -month periods ended December 31, 2010 and 2009, respectively.

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 \$1.2 million and \$1.0 million for the three-month periods ended December 31, 2010 and 2009, respectively. The total income tax benefit recognized in results of operations for share-based compensation arrangements was \$0.5 million and \$0.4 million for the three-month periods ended December 31, 2010 and 2009, respectively. As of December 31, 2010, there was \$9.1 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 2.0 years.

## 4. INVENTORIES

Inventories consist of the following:

(In thousands)	December 31, 2010	September 30, 2010
Finished goods	\$ 33,069	29,902
Work in process, including long-term contracts	19,324	18,743
Raw materials	35,989	34,389
Total inventories	\$ 88,382	83,034

## 5. COMPREHENSIVE INCOME

Comprehensive income for the three-month periods ended December 31, 2010 and 2009 was \$10.6 million and \$0.7 million, respectively. For the three-month period ended December 31, 2010, the Company's comprehensive income was negatively impacted by foreign currency translation adjustments of \$0.3 million and favorably impacted by interest rate swap gains of \$0.1 million. For the three-month period ended December 31, 2009, the Company's comprehensive income was negatively impacted by foreign currency translation adjustments of \$0.2 million and favorably impacted by interest rate swaps of \$0.5 million.

## 6. 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 Power-Line Systems Inc. (Aclara PLS), Aclara RF Systems Inc. (Aclara RF), Aclara Software Inc., and Doble Engineering Company (Doble). The Aclara Group 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 TekPackaging LLC (TekPackaging). 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  
December 31,

	2010	2009
<u>NET SALES</u>		
USG	\$ 92,189	61,224
Test	32,004	26,986
Filtration	35,743	24,495
Consolidated totals	<u>\$ 159,936</u>	<u>112,705</u>
<u>EBIT</u>		
USG	\$ 15,355	4,570
Test	1,909	700
Filtration	5,475	2,358
Corporate (loss)	(6,166)	(5,474)
Consolidated EBIT	<u>16,573</u>	<u>2,154</u>
Less: Interest expense	(774)	(1,482)
Earnings before income taxes	<u>\$ 15,799</u>	<u>672</u>

## 7. DEBT

The Company's debt is summarized as follows:

(In thousands)	December 31, 2010	September 30, 2010
Revolving credit facility, including current portion	\$ 145,533	154,000
Short-term borrowings and current portion of long-term debt	(51,533)	(50,000)
Total long-term debt, less current portion	<u>\$ 94,000</u>	<u>104,000</u>

At December 31, 2010, the Company had approximately \$171.5 million available to borrow under the credit facility, and a \$50 million increase option, in addition to \$29.8 million cash on hand. At December 31, 2010, the Company had \$144 million of outstanding borrowings under the credit facility and outstanding letters of credit of \$14.4 million. The Company classified \$50 million as the current portion of long-term debt as of December 31, 2010, as the Company intends to repay this amount within the next twelve months; however, the Company has no contractual obligation to repay such amount during the next twelve months. The Company also had \$1.5 million of short-term borrowings outstanding at December 31, 2010. 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 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.

## 8. INCOME TAX EXPENSE

The first quarter 2011 effective income tax rate was 31.6% compared to 35.1% in the first quarter of 2010. On December 17, 2010, the President of the United States signed into law the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010 which reinstated the research tax credit retroactive to January 1, 2010. The net research credit recorded favorably impacted the first quarter 2011 income tax expense by \$0.4 million, reducing the 2011 first quarter effective income tax rate by 2.8%. The Company estimates the annual effective income tax rate for fiscal 2011 will be approximately 36%.

There was no material change in the unrecognized tax benefits of the Company during the three-month period ended December 31, 2010. The Company anticipates a \$0.5 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.

## 9. RETIREMENT PLANS

A summary of net periodic benefit expense for the Company's defined benefit plans for the three-month periods ended December 31, 2010 and 2009 is shown in the following table. Net periodic benefit cost for each period presented is comprised of the following:

(In thousands)	Three Months Ended December 31,	
	2010	2009
Defined benefit plans		
Interest cost	\$ 928	976
Expected return on assets	(1,032)	(1,035)
Amortization of:		
Prior service cost	3	3
Actuarial loss	356	226
Net periodic benefit cost	<u>\$ 255</u>	<u>170</u>

## 10. DERIVATIVE FINANCIAL INSTRUMENTS

Market risks relating to the Company's operations result primarily from changes in interest rates and changes in foreign currency exchange rates. The Company is exposed to market risk related to changes in interest rates and selectively uses derivative financial instruments, including forward contracts and swaps, to manage these risks. During the second quarter of 2009, the Company entered into two \$40 million one-year forward interest rate swaps effective October 5, 2009 to hedge some of its exposure to variability in future LIBOR-based interest payments on variable rate debt. These interest rate swaps matured in October 2010. During the third quarter of 2010, the Company entered into a \$60 million one-year forward interest rate swap effective October 5, 2010. All derivative instruments are reported on the balance sheet at fair value. The derivative instruments are designated as a cash flow hedge and the gain or loss on the derivative is deferred in accumulated other comprehensive income until recognized in earnings with the underlying hedged item. Including the impact of interest rate swaps outstanding, the interest rates on approximately 40% of the Company's total borrowings were effectively fixed as of December 31, 2010.

The following is a summary of the notional transaction amounts and fair values for the Company's outstanding derivative financial instruments as of December 31, 2010.

(In thousands)	Notional Amount	Average Receive Rate	Average Pay Rate	Fair Value
Interest rate swap	\$ 60,000	0.27%	1.10%	\$(359)

#### Fair Value of Financial Instruments

The Company's interest rate swaps are classified within Level 2 of the valuation hierarchy in accordance with FASB Accounting Standards Codification (ASC) 825, as presented below as of December 31, 2010:

(In thousands)	Level 1	Level 2	Level 3	Total
Liabilities:				
Interest rate swaps	\$ -	\$ 359	\$ -	\$ 359

## 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 first quarters of 2011 and 2010 represent the fiscal quarters ended December 31, 2010 and 2009, respectively.

#### NET SALES

Net sales increased \$47.2 million, or 41.9%, to \$159.9 million in the first quarter of 2011 from \$112.7 million in the first quarter of 2010 due to an increase in net sales from all three business segments: USG, Test and Filtration.

#### *-Utility Solutions Group (USG)*

Net sales increased \$31.0 million, or 50.7%, to \$92.2 million for the first quarter of 2011 from \$61.2 million for the first quarter of 2010. The sales increase during the quarter ended December 31, 2010 as compared to the prior year quarter was mainly due to: a \$24.1 million increase in net sales from Aclara PLS primarily due to higher shipments to Mexico's electric utility *Federal Commission of Electricity* (CFE) and the Puerto Rico Electric Power Authority (PREPA); a \$3.2 million increase in net sales from Aclara RF due to higher AMI product deliveries for the New York City water project; and a \$2.9 million increase in net sales from Doble due to higher product shipments.

#### *-Test*

For the first quarter of 2011, net sales of \$32.0 million were \$5.0 million, or 18.5%, higher than the \$27.0 million of net sales recorded in the first quarter of 2010. The sales increase for the three-month period ended December 31, 2010 as compared to the prior year quarter was mainly due to: a \$4.3 million increase in net sales from the segment's U.S. operations primarily driven by higher shipments of shielded enclosures for the U.S. government; a \$1.4 million increase in net sales from the segment's Asian operations due to a large chamber project in Japan; partially offset by a \$0.7 million decrease in net sales from the segment's European operations.

#### *-Filtration*

For the first quarter of 2011, net sales of \$35.7 million were \$11.2 million, or 45.7%, higher than the \$24.5 million of net sales recorded in the first quarter of 2010. The sales increase during the quarter ended December 31, 2010 as compared to the prior year quarter was mainly due to: \$5.7 million of net sales from Crissair (Crissair was acquired effective July 31, 2010); a \$1.4 million increase in net sales from PTI driven by higher shipments of aerospace assemblies and elements; and a \$1.2 million increase in net sales at VACCO due to higher shipments of Virginia Class submarine products.

### ORDERS AND BACKLOG

Backlog was \$386.5 million at December 31, 2010 compared with \$360.6 million at September 30, 2010. The Company received new orders totaling \$185.8 million in the first quarter of 2011 compared to \$138.4 million in the prior year first quarter. New orders of \$102.0 million were received in the first quarter of 2011 related to USG products, \$48.4 million related to Test products, and \$35.4 million related to Filtration products. New orders of \$74.3 million were received in the first quarter of 2010 related to USG products, \$37.1 million related to Test products, and \$27.0 million related to Filtration products.

The Company received orders totaling \$6.9 million and \$7.4 million from PG&E for AMI gas products during the three month periods ended December 31, 2010 and 2009, respectively. As of December 31, 2010, total gas project-to-date orders from PG&E for AMI gas products were approximately 4.6 million



units, or \$258 million.

In December 2010, Aclara PLS received a \$21 million follow-on order from Mexico's electric utility CFE for an additional 90,000 units to further expand its deployment of Aclara's TWACS® power-line technology solution.

During the first quarter of 2011, ETS-Lindgren received a \$6.5 million order for an anechoic test chamber in South America that will be used to test telecommunications satellites, and a \$5.4 million order in Turkey for a chamber that will be used to identify electromagnetic interference for a variety of large motorized vehicles.

During the fourth quarter of fiscal 2010, the Company announced that Southern California Gas Co. (SoCalGas), a subsidiary of Sempra Energy, had selected Aclara RF and its STAR® Network for negotiation of a definitive agreement for SoCalGas' AMI project. The Company expects to finalize the definitive agreement with SoCalGas during fiscal 2011.

#### SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative (SG&A) expenses for the first quarter of 2011 were \$43.6 million (27.3% of net sales), compared with \$39.2 million (34.8% of net sales) for the prior year quarter. SG&A expenses related to Crissair contributed \$1.3 million to the increase in the current quarter compared to prior year. There were no other individually significant fluctuations in SG&A expenses across the segments in the first quarter of 2011 as compared to the prior year quarter.

#### AMORTIZATION OF INTANGIBLE ASSETS

Amortization of intangible assets was \$2.9 million for each of the three-month periods ended December 31, 2010 and 2009. Amortization of intangible assets for the three-month periods ended December 31, 2010 and 2009 included \$1.1 million and \$1.2 million, respectively, of amortization of acquired intangible assets related to recent acquisitions. The amortization of these acquired intangible assets is included in Corporate's operating results; see "EBIT – Corporate". During the three-month periods ended December 31, 2010 and 2009, the Company recorded \$1.2 million and \$1.1 million, respectively, of amortization related to Aclara PLS TWACS NG™ software. The remaining amortization expenses consist of other identifiable intangible assets (primarily software, patents and licenses).

#### OTHER (INCOME) EXPENSES, NET

Other income, net, was \$0.6 million compared to other expenses, net, of \$1.0 million for the three-month periods ended December 31, 2010 and 2009, respectively. The principal component of other income, net, for the first quarter of 2011 included approximately \$0.5 million related to the sale of technical drawings to one of VACCO's customers. The principal component of other expenses, net, for the first quarter of 2010 included approximately \$0.9 million of severance expenses.

#### EBIT

The Company evaluates the performance of its operating segments based on EBIT, defined below. EBIT was \$16.6 million (10.4% of net sales) for the first quarter of 2011 and \$2.2 million (1.9% of net sales) for the first quarter of 2010.

This Form 10-Q contains the financial measure "EBIT", which is not calculated in accordance with GAAP. EBIT provides investors and Management with an alternative method for assessing the Company's operating results. The Company defines "EBIT" as earnings from continuing operations before interest and taxes. Management evaluates the performance of its operating segments based on EBIT and believes that EBIT is useful to investors to demonstrate the operational profitability of the Company's business segments by excluding interest and taxes, which are generally accounted for across the entire Company on a consolidated basis. EBIT is also one of the measures Management uses to determine resource allocations within the Company and incentive compensation. The following table presents a reconciliation of EBIT to net earnings from continuing operations.

(In thousands)	Three Months ended December 31,	
	2010	2009
Consolidated EBIT	\$ 16,573	2,154
Less: Interest expense, net	(774)	(1,482)
Less: Income tax expense	(4,986)	(236)
Net earnings from continuing operations	\$ 10,813	436

#### -Utility Solutions Group

EBIT in the first quarter of 2011 was \$15.4 million (16.7% of net sales) compared to \$4.6 million (7.5% of net sales) in the prior year quarter. The \$10.8 million increase in EBIT in the first quarter of 2011 as compared to the prior year quarter was due to additional sales volumes at Aclara PLS, Aclara RF and Doble mentioned above.

#### -Test

EBIT in the first quarter of 2011 was \$1.9 million (6.0% of net sales) as compared to \$0.7 million (2.6% of net sales) in the prior year quarter. EBIT increased \$1.2 million over the prior year quarter mainly due to the additional sales volumes mentioned above.

#### -Filtration

EBIT was \$5.5 million (15.3% of net sales) and \$2.4 million (9.6% of net sales) in the first quarters of 2011 and 2010, respectively. For the first quarter of 2011 as compared to the prior year quarter, EBIT increased \$3.1 million mainly due to additional sales volumes at VACCO and PTI mentioned above as well as the EBIT contribution from Crissair.

#### -Corporate

Corporate costs included in EBIT were \$6.2 million and \$5.5 million for the three-month periods ended December 31, 2010 and 2009, respectively. The increase in Corporate costs is mainly due to an increase in stock-based compensation expense and acquisition transaction costs. In the first quarter of 2011,

Corporate costs included \$1.2 million of pretax stock compensation expense and \$1.1 million of pretax amortization of acquired intangible assets.

#### INTEREST EXPENSE, NET

Interest expense was \$0.8 million and \$1.5 million for the three-month periods ended December 31, 2010 and 2009, respectively. The decrease in interest expense in the first quarter of 2011 as compared to the prior year quarter is due to lower average interest rates and lower average outstanding borrowings under the Company's revolving credit facility.

#### INCOME TAX EXPENSE

The first quarter 2011 effective income tax rate was 31.6% compared to 35.1% in the first quarter of 2010. On December 17, 2010, the President of the United States signed into law the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010 which reinstated the research tax credit retroactive to January 1, 2010. The net research credit recorded favorably impacted the first quarter 2011 income tax expense by \$0.4 million, reducing the 2011 first quarter effective income tax rate by 2.8%. The Company estimates the annual effective income tax rate for fiscal 2011 will be approximately 36%.

There was no material change in the unrecognized tax benefits of the Company during the three-month period ended December 31, 2010. The Company anticipates a \$0.5 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.

#### CAPITAL RESOURCES AND LIQUIDITY

Working capital (current assets less current liabilities) decreased to \$107.8 million at December 31, 2010 from \$109.4 million at September 30, 2010. Accounts receivable decreased by \$9.4 million in the first quarter of 2011, of which \$7.2 million related to the USG segment and \$2.3 million related to the Filtration segment, both driven by timing of sales and increased cash collections. Inventories increased \$5.3 million in the first three months of 2011 due to a \$2.7 million increase in the Test segment and a \$2.3 million increase in the USG segment to support near term demand. Accounts payable decreased by \$19.7 million in the first quarter of 2011 mainly related to an \$11.1 million decrease in the USG segment and a \$4.6 million decrease in the Test segment, both due to the timing of payments to suppliers. Advance payments on long-term contracts increased \$14.1 million, of which \$11 million related to advance payments received under VACCO's Virginia Class contract.

Net cash provided by operating activities was \$19.1 million and \$5.2 million for the three-month periods ended December 31, 2010 and 2009, respectively. The increase in the first quarter of 2011 is mainly due to the increase in net earnings recorded during the period and cash collections.

Capital expenditures were \$2.7 million and \$3.7 million in the first three months of fiscal 2011 and 2010, respectively. The decrease in the first quarter of 2011 is mainly due to lower expenditures on manufacturing equipment within the Filtration segment as compared to the prior year quarter.

During the first quarter of 2011, the Company made \$3.4 million of contributions to its defined benefit plans.

#### *Credit facility*

At December 31, 2010, the Company had approximately \$171.5 million available to borrow under the credit facility, and a \$50.0 million increase option, in addition to \$29.8 million cash on hand. At December 31, 2010, the Company had \$144.0 million of outstanding borrowings under the credit facility and outstanding letters of credit of \$14.4 million. The Company classified \$50.0 million as the current portion of long-term debt as of December 31, 2010, as the Company intends to repay this amount within the next twelve months; however, the Company has no contractual obligation to repay such amount during the next twelve months. Cash flow from operations and borrowings under the Company's bank credit facility are expected to meet the Company's capital requirements and operational needs for the foreseeable future. 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.

#### *Dividends*

A dividend of \$0.08 per share was paid on October 20, 2010 to stockholders of record as of October 6, 2010, totaling \$2.1 million. Subsequent to December 31, 2010, the next quarterly dividend of \$0.08 per share, or \$2.1 million, was paid on January 20, 2011 to stockholders of record as of January 6, 2011.

#### CRITICAL ACCOUNTING POLICIES

Management has evaluated the accounting policies used in the preparation of the Company's financial statements and related notes and believes those policies to be reasonable and appropriate. Certain of these accounting policies require the application of significant judgment by Management in selecting appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. These judgments are based on historical experience, trends in the industry, information provided by customers and information available from other outside sources, as appropriate. The most significant areas involving Management judgments and estimates may be found in the Critical Accounting Policies section of Management's Discussion and Analysis and in Note 1 to the Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2010.

#### OTHER MATTERS

#### *Contingencies*

As a normal incident of the business in which the Company is engaged, various claims, charges and litigation are asserted or commenced against the Company. In the opinion of Management, final judgments, if any, which might be rendered against the Company in connection with such claims, charges and litigation are adequately reserved, covered by insurance, or would not have a material adverse effect on its financial statements.

#### FORWARD LOOKING STATEMENTS

Statements in this report that are not strictly historical are "forward looking" statements within the meaning of the safe harbor provisions of the federal securities laws. Forward looking statements include, but are not limited to, the timing associated with the recognition of compensation costs related to the Company's share based compensation arrangements, the success and outcome of negotiations of a contract with SoCalGas, those relating to the estimates or projections made in connection with the Company's accounting policies, the timing and amount of repayment of debt, the Company's annual effective tax rate, the reduction in the amount of unrecognized tax benefits over the next twelve months, outcome of current claims and litigation, future cash flow, capital requirements and operational needs for the foreseeable future. Investors are cautioned that such statements are only predictions, and speak only as of the date of this report and the Company undertakes no duty to update such statements. 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, 2010; the success of

negotiations between SoCalGas and the Company; changes in requirements of SoCalGas; SoCalGas' ability to successfully negotiate appropriate terms and conditions with other subcontractors and project participants; the timing and content of a potential contract with SoCalGas; the receipt of necessary regulatory approvals pertaining to SoCalGas' project; technical difficulties; the Company's successful performance of large AMI contracts; weakening of economic conditions in served markets; changes in customer demands or customer insolvencies; competition; intellectual property rights; material changes in the costs and worldwide availability of certain electrical components and raw materials necessary for the production of the Company's products; delivery delays or defaults by customers; termination for convenience of customer contracts; timing and magnitude of future contract awards; performance issues with key suppliers, customers and subcontractors; collective bargaining and labor disputes; changes in laws and regulations including changes in accounting standards and taxation requirements; costs relating to environmental matters; litigation uncertainty; and the Company's successful execution of internal operating plans and integration of newly acquired businesses.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risks relating to the Company's operations result primarily from changes in interest rates and changes in foreign currency exchange rates. The Company is exposed to market risk related to changes in interest rates and selectively uses derivative financial instruments, including forward contracts and swaps, to manage these risks. During the second quarter of 2009, the Company entered into two \$40 million one-year forward interest rate swaps effective October 5, 2009 to hedge some of its exposure to variability in future LIBOR-based interest payments on variable rate debt. These interest rate swaps matured in October 2010. During the third quarter of 2010, the Company entered into a \$60 million one-year forward interest rate swap effective October 5, 2010. All derivative instruments are reported on the balance sheet at fair value. The derivative instruments are designated as a cash flow hedge and the gain or loss on the derivative is deferred in accumulated other comprehensive income until recognized in earnings with the underlying hedged item.

Including the impact of interest rate swaps outstanding, the interest rates on approximately 40% of the Company's total borrowings were effectively fixed as of December 31, 2010. The Company has determined that the market risk relating to interest rates with respect to its variable debt that is not hedged is not material. Based on a sensitivity analysis as of December 31, 2010, we estimate that if market interest rates averaged one percentage point higher, the effect would be less than 2% of net earnings for the fiscal year ended September 30, 2011.

The following is a summary of the notional transaction amounts and fair values for the Company's outstanding derivative financial instruments as of December 31, 2010:

(In thousands)	<u>Notional Amount</u>	<u>Average Receive Rate</u>	<u>Average Pay Rate</u>	<u>Fair Value</u>
Interest rate swap	\$ 60,000	0.27%	1.10%	\$ (359)

In addition, during the first quarter of 2011, the Company paid a 57.5 basis points spread on its outstanding debt. Refer to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2010 for further discussion about market risk.

### ITEM 4. CONTROLS AND PROCEDURES

The Company carried out an evaluation, under the supervision and with the participation of Management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of that date. Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. There has been no change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION  
ITEM 6. EXHIBITS

Exhibit  
Number

3.1	Restated Articles of Incorporation	Incorporated by reference to Form 10-K for the fiscal year ended September 30, 1999, at Exhibit 3(a)
3.2	Amended Certificate of Designation, Preferences and Rights of Series A Participating Cumulative Preferred Stock of the Registrant	Incorporated by reference to Form 10-Q for the fiscal quarter ended March 31, 2000, at Exhibit 4(e)
3.3	Articles of Merger effective July 10, 2000	Incorporated by reference to Form 10-Q for the fiscal quarter ended June 30, 2000, at Exhibit 3(c)
3.4	Bylaws, as amended and restated as of July 10, 2000	Incorporated by reference to Form 10-K for the fiscal year ended September 30, 2003, at Exhibit 3.4
3.5	Amendment to Bylaws effective as of February 2, 2007	Incorporated by reference to Form 10-Q for the fiscal quarter ended December 31, 2006, at Exhibit 3.5
3.6	Amendment to Bylaws effective as of November 9, 2007	Incorporated by reference to Current Report on Form 8-K dated November 12, 2007, at Exhibit 3.1
4.1	Specimen revised Common Stock Certificate	Incorporated by reference to Form 10-Q for the fiscal quarter ended March 31, 2010, at Exhibit 4.1
4.2	Credit Agreement dated as of November 30, 2007 among the Registrant, National City Bank and the lenders from time to time parties thereto	Incorporated by reference to Current Report on Form 8-K dated November 30, 2007, at Exhibit 4.1
4.3	Amendment No. 1 to the Agreement listed at 4.2 above, with retroactive effect to November 12, 2009 among the Registrant, the lenders from time to time parties thereto, and PNC Bank, National Association (successor to National City Bank)	Incorporated by reference to Current Report on Form 8-K dated January 12, 2010, at Exhibit 4.1
*10	Form of Notice of Award – Performance-Accelerated Restricted Stock under 2004 Stock Incentive Plan	
*31.1	Certification of Chief Executive Officer relating to Form 10-Q for period ended December 31, 2010	
*31.2	Certification of Chief Financial Officer relating to Form 10-Q for period ended December 31, 2010	
*32	Certification of Chief Executive Officer and Chief Financial Officer relating to Form 10-Q for period ended December 31, 2010	
*101.INS	XBRL Instance Document	
*101.SCH	XBRL Schema Document	
*101.CAL	XBRL Calculation Linkbase Document	
*101.LAB	XBRL Label Linkbase Document	
*101.PRE	XBRL Presentation Linkbase Document	

Attached as Exhibit 101 to this report are documents formatted in XBRL (Extensible Business Reporting Language). Users of this data are advised pursuant to Rule 406T of Regulation S-T that the interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of section 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Exchange Act, and otherwise not subject to liability under these sections. The financial information contained in the XBRL – related documents is “unaudited” or “unreviewed”.

\* Denotes filed or furnished herewith.

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.

ESCO TECHNOLOGIES INC.

/s/ Gary E. Muenster  
Gary E. Muenster  
Executive Vice President and Chief Financial Officer  
(As duly authorized officer and principal accounting and financial officer of the registrant)

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Dated: February 8, 2011

**NOTICE OF AWARD****To:****From:** Human Resources and Compensation Committee of the Board of Directors ("Committee")**Subject:** ESCO Technologies Inc. 2004 Incentive Compensation Plan ("Plan") – 2011 Award

1. **Award.** The Committee has awarded to you \_ shares of Performance-Accelerated Restricted Stock under the terms of the Plan ("Award") which entitles you to receive \_ shares of Common Stock of the Company upon satisfaction of the terms hereinafter set forth. The Award is subject to all of the terms of the Plan, a copy of which has been delivered to you.

2. **Terms.** The following are the terms of the Award:

(a) Notwithstanding (b), below if, during the Period of the Award, the Average Value Per Share of Company Stock reaches the amount set forth in column (A), a percentage of the Award will be accelerated equal to the amount set forth under column (B) subject to the limitations set forth in (c) and provided you comply with the terms of the remainder of this Notice of Award.

A	B
If the Average Value Per Share of Company Stock reaches:	The Cumulative Percent of Award Accelerated shall be:
<u>\$ 38.00 or more</u>	<u>100%</u>
\$ 35.50	50%
\$ 33.00	0%

(b) If you are still employed by the Company or a subsidiary of the Company on September 30, 2015 and have been continuously so employed since the date hereof, you will earn 100% of the portion of the Award not yet accelerated provided you comply with the requirements of paragraph 3.

(c) The following additional terms will apply to the Award:

(i) No portion of this Award may be accelerated prior to October 1, 2012. One hundred percent (100%) of the total Award may be accelerated by the end of the Fiscal Year ending September 30, 2015.

(ii) Once a portion of the Award is accelerated under subparagraph (a), you must remain employed with the Company or a subsidiary of the Company until the March 31st following the end of the Fiscal Year in which that portion of the Award is accelerated. If you terminate employment (voluntarily or involuntarily) prior to such time, you will forfeit that portion of the Award. Provided, however, that if your employment is terminated on account of death, or total and permanent disability the foregoing employment requirement shall not apply.

(iii) If there is a Change of Control (as defined in the Plan) and you are employed by the Company on the date of the Change of Control, the employment requirement of subparagraph (ii) shall cease to apply to the portion of the Award which is accelerated or earned and the number of shares representing that portion of the Award which is accelerated or earned as of the date of the Change of Control shall be distributed to you. In addition, the portion of the Award which is not yet accelerated or earned shall be determined and distributed to you at the end of the Fiscal Year in which the Change of Control occurred provided you are still employed on such date, in lieu of all other provisions of this Award. If you are not employed by the Company as of the end of the foregoing Fiscal Year, no such distribution will be made; provided, however, that if you are involuntarily terminated for reasons other than Cause or if you terminate for Good Reason the remaining shares not yet accelerated or earned shall be distributed in full upon such termination of employment.

(a) Notwithstanding the foregoing provisions of this subparagraph (iii), in the event a certified public accounting firm designated by the Committee (the "Accounting Firm") determines that any payment (whether paid or payable pursuant to the terms of this Award or otherwise and each such payment hereinafter defined as a "Payment" and all Payments in the aggregate hereinafter defined as the "Aggregate Payment"), would subject you to tax under Section 4999 of the Internal Revenue Code of 1986 ("Code") then such Accounting Firm shall determine whether some amount of payments would meet the definition of a "Reduced Amount". If the Accounting Firm determines that there is a Reduced Amount, payments shall be reduced so that the Aggregate Payments shall equal such Reduced Amount. For purposes of this subparagraph, the "Reduced Amount" shall be the largest Aggregate Payment which (a) is less than the sum of all Payments and (b) results in aggregate Net After Tax Receipts which are equal to or greater than the Net After Tax Receipts which would result if Payments were made without regard to this subsection (e). "Net After Tax Receipt" means the Present Value (defined under Section 280G(d)(4) of the Code) of a Payment net of all taxes imposed on you under Section 1 and 4999 of the Code by applying the highest marginal rate under Section 1 of the Code.

(b) As a result of the uncertainty in the application of Section 4999 of the Code at the time of the initial determination of the Accounting Firm hereunder, it is possible that Payments will be made by the Company which should not have been made (the "Overpayments") or that additional Payments which the Company has not made could have been made (the "Underpayments"), in each case consistent with the calculations of the Accounting Firm. In the event that the Accounting Firm, based either upon (A) the assertion of a deficiency by the Internal Revenue Service against the Company or you which the Accounting Firm believes has a high probability of success or (B) controlling precedent or other substantial authority, determines that an Overpayment has been made, any such Overpayment shall be treated for all purposes as a loan to you which you shall repay to the Company together

with interest at the applicable Federal rate provided for in Section 7872(f)(2)(A) of the Code; provided, however, that no amount shall be payable by you to the Company if and to the extent such payment would not reduce the amount which is subject to taxation under Section 1 and Section 4999 of the Code or if the period of limitations for assessment of tax has expired. In the event that the Accounting Firm, based upon controlling precedent or other substantial authority, determines that an Underpayment has occurred, any such Underpayment shall be promptly paid by the Company to you together with interest at the applicable Federal rate provided for in Section 7872(f)(2)(A) of the Code.

**3. Share Ownership Requirements.**

You are expected to own shares of Common Stock with a fair market value equal to a multiple of your total cash compensation (the "Share Ownership Requirement"). If you do not currently meet your Share Ownership Requirement, you must retain 50% of any Performance-Accelerated Restricted Stock Award distribution which you receive under Paragraph 2(a), above until the Share Ownership Requirement is satisfied. Thereafter you must maintain ownership of shares of Common Stock so that the Share Ownership Requirement remains satisfied. The satisfaction of the requirements of this Paragraph 3 will be reviewed periodically as determined by the Committee.

**4. Definitions.** For purposes of the Award, the following terms shall have the following meanings:

(a) "Average Value Per Share" shall mean the average for any consecutive 30 day trading period in which Company Stock is traded of the daily closing prices of Company Stock on the New York Stock Exchange.

(b) "Cause" shall mean:

(i) The willful and continued failure to substantially perform your duties with the Company or one of its subsidiaries (other than any such failure resulting from incapacity due to physical or mental illness), after a written demand for such performance is delivered to you by ESCO's Board of Directors or their delegate which specifically identifies the manner in which such ESCO's Board of Directors or their delegate believes that you have not substantially performed your duties; or

(ii) The willful engaging in (A) illegal conduct (other than minor traffic offenses), or (B) conduct which is in breach of your fiduciary duty to the Company or one of its subsidiaries and which is demonstrably injurious to the Company or one of its subsidiaries, any of their reputations, or any of their business prospects. For purposes of this subparagraph (ii) and subparagraph (i) above, no act or failure to act on your part shall be considered "willful" unless it is done, or omitted to be done, by you in bad faith or without reasonable belief that your action or omission was in the best interests of the Company or one of its subsidiaries. Any act, or failure to act, based upon authority given pursuant to a resolution duly adopted by the Board of Directors of the Company or based upon the advice of counsel for the Company shall be conclusively presumed to be done, or omitted to be done, by you in good faith and in the best interests of the Company or one of its subsidiaries;

The cessation of your employment shall not be deemed to be for "Cause" unless and until there shall have been delivered to you a written notice that in the Board of Directors' or their delegate's opinion you are guilty of the conduct described in subparagraph (i), or (ii) or (iii) above, and specifying the particulars thereof in detail.

(c) "Company Stock" shall mean common stock of the Company.

(d) "Fiscal Year" shall mean the fiscal year of the Company which, as of the date hereof, is the twelve month period commencing October 1 and ending September 30.

(e) "Good Reason" shall mean:

(i) Requiring you to be based at any office or location more than 50 miles from your office or location as of the date of the Change of Control;

(ii) The assignment to you of any duties inconsistent in any respect with your position (including status, offices, titles and reporting requirements), authority, duties or responsibilities as of the date of the Change of Control or in conjunction with a Change in Control any action by the Company or any of its subsidiaries which results in a diminution in such position, authority, duties or responsibilities, excluding for this purpose an action taken by the Company or one of its subsidiaries, to which you object in writing by notice to the Company within 10 business days after you receive actual notice of such action, which is remedied by the Company or one of its subsidiaries promptly but in any event no later than 5 business days after you provided such notice, or

(iii) The reduction in your total compensation and benefits below the level in effect as of the date of the Change of Control.

(f) "Period of the Award" means the period commencing October 1, 2012 and ending on September 30, 2015.

**5. Parallel Incentive.** The Committee may, but is not obligated to, authorize a payment of a portion of the Award based upon its discretionary evaluation of the Company's financial performance during the Period of the Award even if the foregoing objectives are not fully met. Examples of performance measures the Committee may consider include, but are not limited to, cash flow, earnings, sales and margins.

**6. Medium of Payment.** The Committee shall direct that sufficient shares of Common Stock of the Company shall be withheld from any distribution hereunder to satisfy the Company's tax withholding requirements in respect of such distribution.

**7. Covenants.**

(a) You agree that for the period beginning on the first day of the Period of Award and ending two (2) years after the expiration of the Period of the Award, you will not do any of the following:

(i) as an individual or as a partner, employee, agent, advisor, consultant or in any other capacity of or to any person, firm, corporation or other entity, directly or indirectly carry on any business or become involved in any business activity, which is (i) competitive with the business of the Company (or any affiliate of the Company), as presently conducted and as said business may evolve in the ordinary course, and (ii) a business or business activity in which you were engaged in the course of your employment with the Company (or any affiliate of the Company); notwithstanding the foregoing, nothing herein shall prevent you from being a 2% or less shareholder of a publicly traded corporation;

- (ii) as an individual or as a partner, employee, agent, advisor, consultant or in any other capacity of or to any person, firm, corporation or other entity, directly or indirectly recruit, solicit or hire, or assist anyone else in recruiting, soliciting or hiring, any employee of the Company (or any affiliate of the Company);
- (iii) induce or attempt to induce, or assist anyone else to induce or attempt to induce, any customer of the Company (or any affiliate of the Company), to discontinue its business with the Company (or with any affiliate of the Company);
- (iv) engage in the unauthorized use or disclosure of confidential information or trade secrets of the Company or its affiliates resulting in harm to the Company or its affiliates; or
- (v) engage in intentional misconduct resulting in a financial restatement or in an increase in your incentive or equity compensation.

(b) In the event of a breach or threatened breach of the covenants described in this Paragraph 7, the Company shall be entitled, in addition to any other legal or equitable remedies it may have:

(i) to temporary, preliminary and permanent injunctive relief restraining such breach or threatened breach. You hereby expressly acknowledge that the harm which might result as a result of any noncompliance by you would be largely irreparable, and you agree that if there is a question as to the enforceability of any of the provisions of this Agreement, you will abide by the Agreement until after the question has been resolved by a final judgment of a court of competent jurisdiction;

(ii) to cancel this Award; and/or

(iii) to recover from you (1) any shares of stock transferred to you under this Award during any period(s) (a) that you were in breach of any of the above described covenants or (b) in the case of intentional misconduct resulting in a financial restatement during the periods that required statement, but in either case not to exceed three years, and (2) the proceeds from any sales of such shares received under this Award during the above time periods to the extent such shares transferred to you under this award have been sold or retained by the Company to pay your taxes. The Committee shall have sole discretion in determining the amount that shall be recovered from you under this subparagraph (b) (iii).

**8. Choice of Law.** This Agreement shall be construed and administered in accordance with the laws of the State of Missouri without regard to the principles of conflicts of law which might otherwise apply. Any litigation concerning any aspect of this Agreement shall be conducted in the State or Federal Courts in the State of Missouri.

**9. Amendment.** The Award may be amended by written consent between the Company and you.

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_ .

**ESCO TECHNOLOGIES INC.**

**AGREED TO AND ACCEPTED:**

By: \_\_\_\_\_  
 President Participant

\_\_\_\_\_ Vice

ATTEST: \_\_\_\_\_  
 Secretary



CERTIFICATION

I, V.L. Richey, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of ESCO Technologies Inc.;
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 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 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: February 8, 2011

/s/ V.L. Richey, Jr.  
V.L. Richey, Jr.  
Chairman, Chief Executive Officer and President

CERTIFICATION

I, G.E. Muenster, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ESCO Technologies Inc.;
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 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 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: February 8, 2011

/s/ G.E. Muenster  
G.E. Muenster  
Executive Vice President and Chief Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of ESCO Technologies Inc. (the "Company") on Form 10-Q for the period ended December 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, V. L. Richey, Jr., Chairman, Chief Executive Officer and President of the Company, and G. E. Muenster, Executive Vice President and Chief Financial Officer of the Company, certify, to the best of our knowledge, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (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.

Dated: February 8, 2011

/s/ V.L. Richey, Jr.  
V.L. Richey, Jr.  
Chairman, Chief Executive Officer and President  
ESCO Technologies Inc.

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/s/ G.E. Muenster  
G.E. Muenster  
Executive Vice President and Chief Financial Officer  
ESCO Technologies Inc.

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