Press Release



CIRCOR Reports Second-Quarter 2015 Financial Results

Burlington, MA – July 28, 2015 – CIRCOR International, Inc. (NYSE: CIR), a leading provider of valves and other highly engineered products for markets including oil & gas, power generation and aerospace & defense, today announced financial results for the second quarter ended July 5, 2015.

Second-Quarter 2015 Highlights

- Q2 revenue of \$167 million and adjusted EPS of \$0.55
- Aerospace & Defense margins up 80 basis points sequentially
- Solid bookings for large international projects
- Announcing closure of an Aerospace & Defense facility
- Restructuring and cost reduction actions remain on track
- Repurchased 953,000 shares of common stock for \$53 million

"CIRCOR delivered second-quarter financial results at the high end of our expectations for both revenue and adjusted EPS," said <u>Scott Buckhout</u>, President and Chief Executive Officer. "In our Energy segment, we reported solid orders in our long-cycle international projects business, and we expect this positive trend to continue. In addition, the integration of Schroedahl is progressing well and the team is focused on our growth opportunities."

"We are turning the corner operationally in our Aerospace & Defense business with adjusted operating margins approaching 9%, up sequentially and versus prior year," said Buckhout. "Consistent with our margin expansion and simplification strategy, we are announcing the closure of one of the two aerospace manufacturing facilities in Corona, California."

The restructuring actions CIRCOR announced earlier this year in response to the Energy-related downturn are complete.

"During the quarter, we repurchased more than 953,000 shares for \$53 million under our previously announced share repurchase program. We remain focused on increasing shareholder value by driving growth, expanding margins and improving cash flow with disciplined capital deployment," concluded Buckhout.

Third-Quarter 2015 Guidance

For the third quarter of 2015, the Company will provide its guidance during the conference call later today.

Press Release



Selected Consolidated Results

(\$ millions except EPS)	Ç	22 2015	C	22 2014 ²	Change
Revenue	\$	166.9	\$	207.9	(20)%
Adjusted Operating Income ¹	\$	15.0	\$	22.2	(32)%
Adjusted Operating Margin ¹		9.0%		10.7%	(170) bps
GAAP Earnings Per Share (Diluted)	\$	0.26	\$	0.67	(61)%
Adjusted Earnings Per Share (Diluted) ¹	\$	0.55	\$	0.91	(40)%
Free Cash Flow	\$	4.5	\$	7.4	(39)%
Orders	\$	141.7	\$	203.7	(30)%

Segment Results

(\$ millions except EPS)	(Q2 2015	Ç	22 2014 ²	Change
Energy					
Revenue	\$	127.2	\$	160.6	(21)%
Adjusted Operating Margin ¹		13.4%		14.6%	(120) bps
Orders	\$	111.4	\$	160.4	(31)%
Aerospace & Defense					
Revenue	\$	39.7	\$	47.3	(16)%
Adjusted Operating Margin ¹		8.8%		7.1%	170 bps
Orders	\$	30.3	\$	43.4	(30)%

^{1.} Consolidated and Segment Results for Q2 2015 exclude special charges of \$3.3 million, restructuring-related inventory charges of \$2.0 million and Schroedahl intangible amortization expense of \$2.1 million. Q2 2014 results exclude special charges of \$1.3 million and restructuring-related inventory charges of \$5.1 million.

2. Q2 2014 amounts have not been adjusted for divestitures or foreign currency impacts.

Conference Call Information

CIRCOR International will hold a conference call to review its financial results today, July 28, 2015, at 9:00 a.m. ET. To listen to the conference call and view the accompanying presentation slides, visit "Webcasts & Presentations" in the "Investors" portion of the CIRCOR website. The call also can be accessed by dialing (877) 407-5790 or (201) 689-8328. The webcast will be archived for one year on the Company's website.

Use of Non-GAAP Financial Measures

Adjusted net income, adjusted earnings per share (diluted), adjusted operating margin, and free cash flow are non-GAAP financial measures and are intended to serve as a complement to results provided in accordance with accounting principles generally accepted in the United States. CIRCOR believes that such information provides an additional measurement and consistent historical comparison of the Company's performance. A reconciliation of the non-GAAP financial measures to the most directly comparable GAAP measures is available in this news release.

Press Release



Safe Harbor Statement

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Reliance should not be placed on forward-looking statements because they involve unknown risks, uncertainties and other factors, which are, in some cases, beyond the control of CIRCOR. Any statements in this press release that are not statements of historical fact are forward-looking statements, including, but not limited to, those relating to CIRCOR's future performance, including the realization of cost reductions from restructuring activities. Actual events, performance or results could differ materially from the anticipated events, performance or results expressed or implied by such forward-looking statements. Actual events, performance or results could differ materially from the anticipated events, performance or results expressed or implied by such forward-looking statements. BEFORE MAKING ANY INVESTMENT DECISIONS REGARDING OUR COMPANY, WE STRONGLY ADVISE YOU TO READ THE SECTION ENTITLED "RISK FACTORS" IN OUR MOST RECENT ANNUAL REPORT ON FORM 10-K AND SUBSEQUENT REPORTS ON FORMS 10-Q, WHICH CAN BE ACCESSED UNDER THE "INVESTORS" LINK OF OUR WEBSITE AT WWW.CIRCOR.COM. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

About CIRCOR International, Inc.

CIRCOR International, Inc. designs, manufactures and markets highly engineered products and sub-systems for markets including oil & gas, power generation and aerospace & defense. CIRCOR has a diversified product portfolio with recognized, market-leading brands that fulfill its customers' unique application needs. The Company's strategy is to grow organically and through complementary acquisitions; simplify CIRCOR's operations; achieve world class operational excellence; and attract and retain top industry talent. For more information, visit the Company's investor relations web site at http://investors.circor.com.

Contact:

Rajeev Bhalla Executive Vice President & Chief Financial Officer CIRCOR International (781) 270-1200

CIRCOR INTERNATIONAL, INC. CONSOLIDATED STATEMENTS OF INCOME

(in thousands, except per share data) UNAUDITED

		Three Mon	ths F	Ended		Six Mont	hs E	nded
	Ju	ıly 5, 2015	Ju	ne 29, 2014	J	uly 5, 2015	Jı	ine 29, 2014
Net revenues	\$	166,906	\$	207,884	\$	332,766	\$	419,070
Cost of revenues		116,112		148,184		229,323		294,731
GROSS PROFIT		50,794		59,700		103,443		124,339
Selling, general and administrative expenses		39,885		42,609		77,973		87,498
Special charges, net		3,310		1,257		4,821		100
OPERATING INCOME		7,599		15,834		20,649		36,741
Other expense (income):								
Interest expense, net		805		891		1,446		1,809
Other (income), net		(104)		(384)		(610)		(853)
TOTAL OTHER EXPENSE, NET		701		507		836		956
INCOME BEFORE INCOME TAXES		6,898		15,328		19,813		35,785
Provision for income taxes		2,517		3,402		5,800		9,227
NET INCOME	\$	4,381	\$	11,926	\$	14,013	\$	26,558
Earnings per common share:								
Basic	\$	0.26	\$	0.68	\$	0.81	\$	1.51
Diluted	\$	0.26	\$	0.67	\$	0.81	\$	1.50
Weighted average number of common shares outstanding:								
Basic		16,828		17,665		17,245		17,643
Diluted		16,900		17,767		17,306		17,754
Dividends paid per common share	\$	0.0375	\$	0.0375	\$	0.0750	\$	0.0750

CIRCOR INTERNATIONAL, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands) (UNAUDITED)

(CINICDITED)		
	Six Mont July 5, 2015	June 29, 2014
OPERATING ACTIVITIES	July 5, 2015	June 29, 2014
Net income	\$ 14,013	\$ 26,558
Adjustments to reconcile net income to net cash (used in) provided by operating activities:	Ψ 11,015	20,550
Depreciation	7,150	8,185
Amortization	3,537	1,591
Compensation expense of share-based plans	4,122	4,020
Tax effect of share-based plan compensation	(287)	(971)
Loss (gain) on sale of property, plant and equipment	377	(54)
(Gain) on sale of business	(972)	— (c .)
Changes in operating assets and liabilities:	(> (-)	
Trade accounts receivable, net	10,913	(23,705)
Inventories	(27,875)	3,600
Prepaid expenses and other assets	(10,475)	143
Accounts payable, accrued expenses and other liabilities	(8,869)	7,988
Net cash (used in) provided by operating activities	(8,366)	27,355
INVESTING ACTIVITIES	(0,200)	27,500
Additions to property, plant and equipment	(5,567)	(5,603)
Proceeds from the sale of property, plant and equipment	_	32
Proceeds from the sale of affiliate	2,759	_
Business acquisition, net of cash acquired	(79,983)	_
Net cash used in investing activities	(82,791)	(5,571)
FINANCING ACTIVITIES		<i>,</i>
Proceeds from long-term debt	202,380	81,910
Payments of long-term debt	(100,533)	(88,776)
Dividends paid	(1,308)	(1,341)
Proceeds from the exercise of stock options	70	237
Tax effect of share-based plan compensation	287	971
Purchases of common stock	(69,517)	_
Net cash provided by (used in) financing activities	31,379	(6,999)
Effect of exchange rate changes on cash and cash equivalents	(6,567)	(639)
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(66,345)	14,146
		102 266
Cash and cash equivalents at beginning of year	121,372	102,266

CIRCOR INTERNATIONAL, INC. CONSOLIDATED BALANCE SHEETS

(in thousands)

	J	uly 5, 2015	De	ecember 31, 2014
ASSETS	(ι	ınaudited)		
CURRENT ASSETS:				
Cash, cash equivalents and short term investments	\$	55,027	\$	121,372
Trade accounts receivable, less allowance for doubtful accounts of \$10,195 and \$9,536,		144 102		156 520
respectively		144,183		156,738
Inventories		211,382		183,434
Prepaid expenses and other current assets		24,571		21,626
Deferred income tax asset		24,854		22,861
Total Current Assets		460,017		506,031
PROPERTY, PLANT AND EQUIPMENT, NET		91,779		96,212
OTHER ASSETS:				
Goodwill		122,797		72,430
Intangibles, net		57,094		26,887
Deferred income tax asset		14,634		19,048
Restricted cash		904		1,255
Other assets		2,472		2,859
TOTAL ASSETS	\$	749,697	\$	724,722
LIABILITIES AND SHAREHOLDERS' EQUITY				
CURRENT LIABILITIES:				
Accounts payable	\$	82,061	\$	87,112
Accrued expenses and other current liabilities		61,339		65,223
Accrued compensation and benefits		19,336		24,728
Notes payable and current portion of long-term debt		7,450		8,423
Total Current Liabilities		170,186		185,486
LONG-TERM DEBT, NET OF CURRENT PORTION		106,628		5,261
DEFERRED INCOME TAXES		17,941		7,771
OTHER NON-CURRENT LIABILITIES		30,640		32,111
SHAREHOLDERS' EQUITY:				
Common stock		177		177
Additional paid-in capital		281,191		277,227
Retained earnings		263,341		250,635
Treasury stock		(69,517)		_
Accumulated other comprehensive loss, net of taxes		(50,890)		(33,946)
Total Shareholders' Equity		424,302		494,094
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$	749,697	\$	724,722

CIRCOR INTERNATIONAL, INC. SUMMARY OF ORDERS AND BACKLOG

(in millions) UNAUDITED

		Three Mo	nths	Ended	Six Mon	ths E	nded
		July 5, 2015		June 29, 2014	 July 5, 2015		June 29, 2014
ORDERS (1)(3)							
Energy	\$	111.4	\$	148.8	\$ 254.5	\$	296.1
Aerospace & Defense		30.3		40.3	69.5		77.5
Total orders	\$	141.7	\$	189.1	\$ 324.0	\$	373.6
		-			 _		-
BACKLOG (2)(3)		July 5, 2015		June 29, 2014			
Energy	\$	248.0	\$	260.3			
Aerospace & Defense		96.3		131.7			
Total backlog	\$	344.3	\$	392.0			

Note 1: Orders do not include the foreign exchange impact due to the re-measurement of customer order backlog amounts denominated in foreign currencies.

Note 2: Backlog includes unshipped customer orders.

Note 3: Three and six months ended June 29, 2014 orders and backlog amounts exclude business divestitures in both the Energy and Aerospace & Defense segments.

CIRCOR INTERNATIONAL, INC. SUMMARY REPORT BY SEGMENT

(in thousands, except percentages) UNAUDITED

		2014				2015	
1ST QTR	2ND QTR	3RD QTR	4TH QTR	TOTAL	1ST QTR	2ND QTR	TOTAL
\$ 162,587	\$ 160,580	\$ 157,658	\$ 172,432	\$ 653,257	\$ 127,586	\$ 127,230	\$254,816
48,599	47,304	46,160	46,126	188,189	38,274	39,676	77,950
\$ 211,186	\$ 207,884	\$ 203,818	\$ 218,558	\$ 841,446	\$ 165,860	\$ 166,906	\$332,766
13.8	% 14.6 %	6 16.9	% 14.3 %	6 14.9 %	6 13.8 %	13.4 %	6 13.6 %
9.1	% 7.1 %	5.0 9	% 5.3 %	6.6 %	% 8.0 %	8.8 %	% 8.4 %
12.7	% 12.9 %	6 14.2 °	% 12.4 %	6 13.0 %	6 12.4 %	12.3 9	6 12.4 %
(3.4)	% (2.2)%	$\sqrt{6}$ (2.8)	% (2.7)%	$\sqrt{6}$ (2.8)%	(3.6)%	$(3.3)^{\circ}$	(3.5)%
9.4	% 10.7 %	6 11.4 °	% 9.6 %	6 10.2 %	6 8.8 %	9.0 %	6 8.9 %
	% 2.5 %	6 1.4 °C	% — %	0.9 %	/ ₀ — %	1.2 %	0.6 %
•	% — %	/ ₀ (% 0.3 %	0.1 %	√ ₀ — %	<u> </u>	√ ₀ — %
0.4	% 0.6 %	6 0.2	% 1.2 %	0.6 %	0.9 %	1.9 9	% 1.4 %
•	% — %	/ ₀ (% — %	/ ₀ 9	√ ₀ — %	1.3 %	0.6 %
(0.9)	% — %	/ ₀ (% 4.3 %	6 0.9 °	√ ₀ — %	<u> </u>	√ ₀ — %
9.9	% 7.6 %	6 9.7 °	% 3.7 %	6 7.7 %	6 7.9 %	4.6 %	6.2 %
	\$ 162,587 48,599 \$ 211,186 13.8 0 9.1 0 12.7 0 (3.4)0 9.4 0 — 0 0.4 0 — 0 (0.9)0	\$ 162,587 \$ 160,580 48,599 47,304 \$ 211,186 \$ 207,884 13.8 % 14.6 % 9.1 % 7.1 % 12.7 % 12.9 % (3.4)% (2.2)% 9.4 % 10.7 % — % 2.5 % — % — % 0.4 % 0.6 % — % — % (0.9)% — %	\$ 162,587 \$ 160,580 \$ 157,658 \$ 48,599 \$ 47,304 \$ 46,160 \$ 211,186 \$ 207,884 \$ 203,818 13.8 % 14.6 % 16.9 % 9.1 % 7.1 % 5.0 % 12.7 % 12.9 % 14.2 % (3.4)% (2.2)% (2.8)% 9.4 % 10.7 % 11.4 % 	\$ 162,587 \$ 160,580 \$ 157,658 \$ 172,432 48,599 47,304 46,160 46,126 \$ 211,186 \$ 207,884 \$ 203,818 \$ 218,558 13.8 % 14.6 % 16.9 % 14.3 % 9.1 % 7.1 % 5.0 % 5.3 % 12.7 % 12.9 % 14.2 % 12.4 % (3.4)% (2.2)% (2.8)% (2.7)% 9.4 % 10.7 % 11.4 % 9.6 % — % 2.5 % 1.4 % — % — % — % — % 0.3 % 0.4 % 0.6 % 0.2 % 1.2 % (0.9)% — % — % 4.3 %	\$ 162,587 \$ 160,580 \$ 157,658 \$ 172,432 \$ 653,257 48,599 47,304 46,160 46,126 188,189 \$ 211,186 \$ 207,884 \$ 203,818 \$ 218,558 \$ 841,446 13.8 % 14.6 % 16.9 % 14.3 % 14.9 % 9.1 % 7.1 % 5.0 % 5.3 % 6.6 % 12.7 % 12.9 % 14.2 % 12.4 % 13.0 % (3.4)% (2.2)% (2.8)% (2.7)% (2.8)% 9.4 % 10.7 % 11.4 % 9.6 % 10.2 % % % % 0.3 % 0.1 % 0.4 % 0.6 % 0.2 % 1.2 % 0.6 % 10.2 % % % % % % % (0.9)% % % % % (0.9)% % % % % % % (0.9)% % % % % % % (0.9)% % % % % % % (0.9)% % % % % % % (0.9)% % % % % % % (0.9)% % % % % % (0.9)% % % % % % % (0.9)% % % % % % (0.9)% % % % % % % % (0.9)% % % % % % % (0.9)% % % % % % % % (0.9)% % % % % % % % -	1ST QTR 2ND QTR 3RD QTR 4TH QTR TOTAL 1ST QTR \$ 162,587 \$ 160,580 \$ 157,658 \$ 172,432 \$ 653,257 \$ 127,586 48,599 47,304 46,160 46,126 188,189 38,274 \$ 211,186 \$ 207,884 \$ 203,818 \$ 218,558 \$ 841,446 \$ 165,860 13.8 \$ 14.6 \$ 16.9 \$ 14.3 \$ 14.9 \$ 13.8 \$ 9.1 9.1 \$ 7.1 \$ 5.0 \$ 5.3 \$ 6.6 \$ 8.0 \$ 9.0 12.7 \$ 12.9 \$ 14.2 \$ 12.4 \$ 13.0 \$ 12.4 \$ 12.4 (3.4)% \$ (2.2)% \$ (2.8)% \$ (2.7)% \$ (2.8)% \$ (3.6)% 9.4 \$ 10.7 \$ 11.4 \$ 9.6 \$ 10.2 \$ 8.8 \$ 9.0 9.4 \$ 10.7 \$ 11.4 \$ 9.6 \$ 10.2 \$ 8.8 \$ 9.0 - % - % - % 0.9 - % - % - % - % - % 0.6 \$ 0.9	1ST QTR 2ND QTR 3RD QTR 4TH QTR TOTAL 1ST QTR 2ND QTR \$ 162,587 \$ 160,580 \$ 157,658 \$ 172,432 \$ 653,257 \$ 127,586 \$ 127,230 48,599 47,304 46,160 46,126 188,189 38,274 39,676 \$ 211,186 \$ 207,884 \$ 203,818 \$ 218,558 \$ 841,446 \$ 165,860 \$ 166,906 13.8 \$ 14.6 \$ 16.9 \$ 14.3 \$ 14.9 \$ 13.8 \$ 13.4 \$ 9.1 9.1 \$ 7.1 \$ 5.0 \$ 5.3 \$ 6.6 \$ 8.0 \$ 8.8 \$ 8.9 12.7 \$ 12.9 \$ 14.2 \$ 12.4 \$ 13.0 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.3 \$ 12.4 \$ 12.4 \$ 12.4 \$ 12

CIRCOR INTERNATIONAL, INC. SUMMARY REPORT BY SEGMENT

(in thousands, except earnings per share and percentages) UNAUDITED

						2014								2015		
		1ST QTR		2ND QTR		3RD QTR		4TH QTR		TOTAL		1ST QTR		2ND QTR		TOTAL
ADJUSTED OPERATING INCOME																
Energy	\$	22,462	\$	23,502	\$	26,577	\$	24,575	\$	97,117	\$	17,550	\$	17,008	\$	34,558
Aerospace & Defense	_	4,426		3,362		2,295		2,425		12,508		3,045		3,494		6,539
Segment operating income		26,888		26,864		28,872		27,000		109,625		20,595		20,502		41,097
Corporate expenses		(7,137)		(4,634)		(5,678)		(5,965)		(23,415)		(6,034)		(5,478)		(11,512)
Adjusted operating income		19,750		22,231		23,194		21,035		86,210		14,561		15,024		29,585
Restructuring related inventory charges				5,139		2,850		_		7,989				2,005		2,005
Impairment charges		_		_		_		726		726		_		_		_
Special restructuring charges		786		1,257		478		2,725		5,246		1,512		3,231		4,743
Special acquisition amortization				_		_		_		_		_		2,110		2,110
Special other charges, net of recoveries		(1,943)						9,434		7,491		(1)		79		78
Total GAAP operating income		20,907		15,835		19,866		8,150		64,757		13,050		7,599		20,649
INTEREST EXPENSE, NET		(918)		(891)		(436)		(407)		(2,652)		(640)		(805)		(1,446)
OTHER INCOME (EXPENSE), NET		468		384		(419)		722		1,156		506		104		610
PRETAX INCOME		20,457		15,328		19,012		8,465		63,261		12,916		6,898		19,813
(PROVISION) FOR BENEFIT FROM INCOME TAXES		(5,825)		(3,402)		(4,337)		690		(12,875)		(3,284)		(2,517)		(5,800)
EFFECTIVE TAX RATE		28.5	%	22.2	%	22.8	%	(8.2)%	%	20.4 %	6	25.4	%	36.5 9	%	29.3 %
NET INCOME	\$	14,632	\$	11,926	\$	14,675	\$	9,155	\$	50,386	\$	9,632	\$	4,381	\$	14,013
Weighted Average Common Shares Outstanding (Diluted)		17,741		17,767		17,779		17,782		17,768		17,712		16,900		17,306
EARNINGS PER COMMON SHARE (Diluted)	\$	0.82	\$	0.67	\$	0.83	\$	0.51	\$	2.84	\$	0.54	\$	0.26	\$	0.81
ADJUSTED EBITDA	\$	25,073	\$	27,536	\$	27,530	\$	26,789	\$	106,927	\$	19,298	\$	19,495	\$	38,793
ADJUSTED EBITDA AS A % OF SALES	_	11.9	⁄ ₀	13.2	%	13.5	%	12.3 %	%	12.7 %	6	11.6	%	11.7 9	6	11.7 %
CAPITAL EXPENDITURES	\$	2,670	\$	2,933	\$	3,297	\$	3,910	\$	12,810	\$	1,983	\$	3,584	\$	5,567

RECONCILIATION OF KEY PERFORMANCE MEASURES TO COMMONLY USED GENERALLY ACCEPTED ACCOUNTING PRINCIPLE TERMS

(in thousands, except percentages)

UNAUDITED

	2014										2015				
	1ST QTR		2ND QTR		3RD QTR		4TH QTR		TOTAL		1ST QTR		2ND QTR		TOTAL
FREE CASH FLOW AS % OF NET INCOME	98%	o o	62%	6	96%	6	243%	6	115%	6	(191)	%	102%	6	(99)%
FREE CASH FLOW	\$ 14,387	\$	7,365	\$	14,015	\$	22,249	\$	58,016	\$	(18,415)	\$	4,482	\$	(13,933)
ADD:															
Capital Expenditures	2,670		2,933		3,297		3,910		12,810		1,983		3,584		5,567
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	\$ 17,057	\$	10,298	\$	17,312	\$	26,159	\$	70,826	\$	(16,432)	\$	8,066	\$	(8,366)
NET DEBT (CASH)	\$ (66,056)	\$	(72,982)	\$	(80,829)	\$	(107,688)	\$	(107,688)	\$	(66,417)	\$	59,051	\$	59,051
ADD:															
Cash & Cash Equivalents	122,189		116,421		114,671		121,372		121,372		103,963		55,027		55,027
TOTAL DEBT	\$ 56,133	\$	43,439	\$	33,842	\$	13,684	\$	13,684	\$	37,546	\$	114,078	\$	114,078
DEBT AS % OF EQUITY	11%	6	9%	%	7%	6	3%	6	3%	6	8 (%	27%	6	27 %
TOTAL DEBT	56,133		43,439		33,842		13,684		13,684		37,546		114,078		114,078
TOTAL SHAREHOLDERS' EQUITY	\$ 492,601	\$	507,363	\$	508,035	\$	494,093	\$	494,093	\$	463,103	\$	424,302	\$	424,302

RECONCILIATION OF KEY PERFORMANCE MEASURES TO COMMONLY USED GENERALLY ACCEPTED ACCOUNTING PRINCIPLE TERMS (in thousands)

UNAUDITED

	1ST OT	,	2ND OTR		2014	4TH OTR		TOTAL		1ST OTR	2015		TOTAL
AD HIGTED ODED ATING INCOME				Φ.	3RD QTR		Φ.		Φ.		2ND QTR	0	
ADJUSTED OPERATING INCOME LESS:	19,75	0 \$	22,230	\$	23,194	\$ 21,035	\$	86,210	\$	14,561	\$ 15,024	\$	29,585
Restructuring related inventory charges	_	_	5,139		2,850	_		7,989		_	2,005		2,005
Impairment charges	_					726		726		_			
Special restructuring charges	78	6	1,257		478	2,725		5,246		1,512	3,231		4,743
Special acquisition amortization	_	_			_						2,110		2,110
Special other charges, net of recoveries	(1,94	3)	_		_	9,434		7,491		(1)	79		78
OPERATING INCOME	\$ 20,90	7 \$	15,834	\$	19,866	\$ 8,150	\$	64,757	\$	13,050	\$ 7,599	\$	20,649
	-		-					-			-		-
ADJUSTED NET INCOME	13,91	6 \$	16,090	\$	16,827	\$ 19,188	\$	66,019	\$	10,564	\$ 9,357	\$	19,921
LESS:													
Restructuring related inventory charges, net of tax	_	_	3,316		1,839	_		5,155		_	1,339		1,339
Impairment charges, net of tax	-	-	_		_	726		726		_	_		_
Special restructuring charges, net of tax	50	8	848		313	1,763		3,432		1,079	2,175		3,254
Special acquisition amortization, net of tax	-	-	_		_	_		_		_	1,409		1,409
Special other charges, net of recoveries, net of tax	(1,22	4)				7,544		6,320		(147)	53		(94)
NET INCOME	\$ 14,63	2 \$	11,926	\$	14,675	\$ 9,155	\$	50,386	\$	9,632	\$ 4,381	\$	14,013
ADJUSTED EARNINGS PER SHARE (Diluted)	6 0.7	8 \$	0.91	\$	0.95	\$ 1.08	\$	3.72	\$	0.60	\$ 0.55	\$	1.15
LESS:													
Restructuring related inventory charges, net of tax	_	_	0.19		0.10			0.29		_	0.08		0.08
Impairment charges, net of tax	_	_	_		_	0.04		0.04		_	_		_
Special restructuring charges, net of tax	0.0	3	0.05		0.02	0.10		0.20		0.06	0.13		0.19
Special acquisition amortization, net of tax	_	_	_		_	_		_		_	0.08		0.08
Special other charges, net of recoveries, net of tax	(0.0)	7)			_	0.42		0.35		_			
EARNINGS PER COMMON SHARE (Diluted)	0.8	2 \$	0.67	\$	0.83	\$ 0.51	\$	2.84	\$	0.54	\$ 0.26	\$	0.81

RECONCILIATION OF KEY PERFORMANCE MEASURES TO COMMONLY USED GENERALLY ACCEPTED ACCOUNTING PRINCIPLE TERMS

(in thousands) UNAUDITED

	1ST QTR	2ND QTR	2014 3RD QTR	4TH QTR	TOTAL	1ST QTR	2015 2ND QTR	TOTAL
EBITDA	\$ 26,230	\$ 21,140	\$ 24,202	\$ 13,904	\$ 85,475	\$ 17,787	\$ 14,180	\$ 31,966
LESS:								
Interest expense, net	(918)	(891)	(436)	(407)	(2,652)	(640)	(805)	(1,445)
Depreciation	(4,069)	(4,116)	(3,978)	(4,283)	(16,446)	(3,521)	(3,650)	(7,171)
Amortization	(786)	(805)	(776)	(749)	(3,116)	(710)	(2,827)	(3,537)
(Provision) for benefit from income taxes	(5,825)	(3,402)	(4,337)	690	(12,875)	(3,284)	(2,517)	(5,800)
NET INCOME	\$ 14,632	\$ 11,926	\$ 14,675	\$ 9,155	\$ 50,386	\$ 9,632	\$ 4,381	\$ 14,013
ADJUSTED EBITDA	\$ 25,073	\$ 27,536	\$ 27,530	\$ 26,789	\$ 106,927	\$ 19,298	\$ 19,495	\$ 38,792
LESS:								
Restructuring related inventory charges, net of tax	_	(5,139)	(2,850)	_	(7,989)	_	(2,005)	(2,005)
Impairment charges	_	_		(726)	(726)	_	_	_
Special restructuring charges	(786)	(1,257)	(478)	(2,725)	(5,246)	(1,512)	(3,231)	(4,743)
Special other charges, net of recoveries	1,943	_	_	(9,434)	(7,491)	1	(79)	(78)
Interest expense, net	(918)	(891)	(436)	(407)	(2,652)	(640)	(805)	(1,445)
Depreciation	(4,069)	(4,116)	(3,978)	(4,283)	(16,446)	(3,521)	(3,650)	(7,171)
Amortization	(786)	(805)	(776)	(749)	(3,116)	(710)	(2,827)	(3,537)
(Provision) for benefit from income taxes	(5,825)	(3,402)	(4,337)	690	(12,875)	(3,284)	(2,517)	(5,800)
NET INCOME	\$ 14,632	\$ 11,926	\$ 14,675	\$ 9,155	\$ 50,386	\$ 9,632	\$ 4,381	\$ 14,013

RECONCILIATION OF KEY PERFORMANCE MEASURES TO COMMONLY USED GENERALLY ACCEPTED ACCOUNTING PRINCIPLE TERMS

(in thousands, except per share data)

UNAUDITED

			2014		
	1ST QTR	2ND QTR	3RD QTR	4TH QTR	TOTAL
NET REVENUES EXCLUDING DIVESTITURES	\$ 198,204 \$	194,349 \$	189,705 \$	207,970 \$	790,228
ADD:					
Energy divestiture	10,554	10,037	10,667	8,465	39,723
Aerospace & Defense divestiture	2,428	3,498	3,446	2,123	11,495
NET REVENUES	\$ 211,186 \$	207,884 \$	203,818 \$	218,558 \$	841,446
ADJUSTED EARNINGS PER SHARE EXCLUDING DIVESTITURES (Diluted)	0.79	0.88	0.89	1.05	3.61
ADD:					
Divestitures	 (0.01)	0.03	0.06	0.03	0.11
ADJUSTED EARNINGS PER SHARE (Diluted)	\$ 0.78 \$	0.91 \$	0.95 \$	1.08 \$	3.72