CURTISS WRIGHT

Curtiss-Wright Corporation
4 Becker Farm Road
Roseland, NJ 07068
(973) 597-4700

GLENN E. TYNAN, CPA
V.P. Finance / Chief Financial Officer

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November 30, 2004

VIA FEDERAL EXPRESS

Mr. Mark Roberts, Senior Health Physicist
Licensing Assistance Team
Division of Nuclear Materials Safety
U.S. Nuclear Regulatory Commission
Region I
475 Allendale Road
King of Prussia, PA 19406-1415

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RECEIVED
REGION 1

Re: Curtiss-Wright Electro-Mechanical Corporation
U.S. NRC License No. 37-05809-01 (03006134)
U.S. NRC License No. 37-05809-02 (03006135)
U.S. NRC License No. SNM-1120 (07001143)
Parent Company Guarantee

Dear Mr. Roberts:

I am the Chief Financial Officer of Curtiss-Wright Corporation, a Delaware corporation "Parent"). Parent is the sole shareholder of Curtiss-Wright Flow Control Corporation, which in turn is the sole shareholder of Curtiss-Wright Electro-Mechanical Corporation ("Licensee"), a Delaware corporation. This letter is in support of Parent and Licensee's use of the financial test to demonstrate financial assurance, as specified in 10 CFR Part 30 and 70.

Parent guarantees, through the parent company guarantee submitted to demonstrate compliance under 10 CFR Part 30 and 70, the decommissioning of the following facility owned and operated by Licensee. The current cost estimates or certified amounts for decommissioning, so guaranteed, are shown for each facility:

Name of Facility	License Number	Location of Facility	Certified Amounts or Current Cost Estimates
Curtiss-Wright Electro-Mechanical Corporation	37-05809-01 37-05809-02 SNM-1120	Cheswick, PA	$3,115,000.00

FULL COST RECOVERY ACTION

TAC NO. U01626 (136046)

FULL COST RECOVERY ACTION

TAC NO. U01627 (136048)

136046/136047/136048

NMSS/RGNI MATERIALS-002

Parent is required to file a Form 10-K with the U.S. Securities and Exchange Commission for the latest fiscal year.

The fiscal year of Parent ends on December 31. The figures for the following items marked with an asterisk are derived from this firm's independently audited, year-end financial statements and footnotes for the latest completed fiscal year, ended December 31, 2003. A copy of this firm's most recent financial statements is enclosed.

Attached hereto is the completed Financial Test I for Parent, as specified in 10 CFR Parts 30 and 70.

We will forward promptly under separate cover, the Certification of Chief Financial Officer's letter described in NRC Regulatory Guideline 1.159.

I hereby certify that the content of this letter is true and correct to the best of my knowledge.

Very truly yours,

Glenn E. Tynan

Glenn E. Tynan
V-P Finance/C.F.O.

PARENT COMPANY GUARANTEE

Guarantee made this 30th day of November 2004 by Curtiss-Wright Corporation, a corporation organized under the laws of the State of Delaware ("Guarantor") to the U.S. Nuclear Regulatory Commission ("NRC"), beneficiary, on behalf of our subsidiary Curtiss-Wright Electro-Mechanical Corporation, a corporation organized under the laws of the State of Delaware, and located at 1000 Cheswick Avenue, Cheswick, Pennsylvania ("Licensee").

<u>Recitals</u>

1. The Guarantor has full authority and capacity to enter into this guarantee under its bylaws, articles of incorporation, and the laws of the State of Delaware, its state of incorporation. Guarantor has approval from its Board of Directors to enter into this guarantee.

2. This guarantee is being issued to comply with regulations issued by the NRC, an agency of the U.S. Government, pursuant to the Atomic Energy Act of 1954, as amended, and the Energy Reorganization Act of 1974. NRC has promulgated regulations in Title 10, Chapter I of the Code of Federal Regulations, Parts 30 and 70, which require that a holder of, or an applicant for, a materials license issued pursuant to 10 CFR Part 30 or 70 provide assurance that funds will be available when needed for required decommissioning activities.

3. The guarantee is issued to provide financial assurance for decommissioning activities for the Licensee at its Cheswick facility and corresponding NRC license number(s) 37-05809-01, 37-05809-02 and SNM-1120 required by 10 CFR Parts 30 and 70. The decommissioning costs for these activities are $3,115,000.00.

4. The Guarantor meets or exceeds the following financial test criteria pursuant to Financial Test I, and agrees to comply with all notification requirements as specified in 10 CFR Parts 30 and 70 and Appendix A to 10 CFR Part 30.

   The Guarantor meets the following financial test:

   (a)(i) Two of the following three ratios: a ratio of total liabilities to net worth less than 2.0; a ratio of the sum of net income plus depreciation, depletion, and amortization to total liabilities greater than 0.1; and a ratio of current assets to current liabilities greater than 1.5; and

   (a)(ii) Net working capital and tangible net worth each at least six times the costs covered by financial tests; and

   (a)(iii) Tangible net worth of at least $10 million; and

NONNEGOTIABLE

(a)(iv) Assets located in the United States amounting to at least 90 percent of total assets or at least six times the costs covered by financial tests.

5. The Guarantor has majority control of the voting stock for the licensee covered by this guarantee: Curtiss-Wright Electro-Mechanical Corporation, 1000 Cheswick Avenue, Cheswick, Pennsylvania, which owns and operates the Cheswick facility and operates under NRC License Nos. 37-05809-01, 37-05809-02 and SNM-1120.

6. Decommissioning activities as used below refer to the activities required by 10 CFR Part 30 and 70 for decommissioning of the facility identified above.

7. For value received from Licensee, and pursuant to the Guarantor's authority to enter into this guarantee, the Guarantor guarantees to the NRC that if the licensee fails to perform the required decommissioning activities, as required by License Nos. 37-05809-01, 37-05809-02 and SNM-1120 the Guarantor shall

   (a) carry out the required activities, <u>or</u>

   (b) set up a trust fund in favor of the above identified beneficiary in the amount of the current cost estimates for these activities.

8. The Guarantor agrees to submit revised financial statements, financial test data, and a special auditor's report and reconciling schedule annually within 90 days of the close of the parent Guarantor's fiscal year.

9. The Guarantor agrees that if, at the end of any fiscal year before termination of this guarantee, it fails to meet the financial test criteria, the Licensee shall send within 90 days of the end of the fiscal year, by certified mail, notice to the NRC that the Licensee intends to provide alternative financial assurance as specified in 10 CFR Part 30 and 70. Within 120 days after the end of the fiscal year, the Guarantor shall establish such financial assurance if the Licensee has not done so.

10. The Guarantor also agrees to notify the beneficiary promptly if the ownership of the Licensee or the parent firm is transferred and to maintain this guarantee until the new parent firm or the licensee provides alternative financial assurance acceptable to the beneficiary.

11. The Guarantor agrees that if it determines, at any time other than as described in Recital 9, that it no longer meets the financial test criteria or it is disallowed from continuing as a Guarantor, it shall establish alternative financial assurance as specified in 10 CFR Part 30 or 70, as applicable, within 30 days, in the name of Licensee unless Licensee has done so.

12. The Guarantor as well as its successors and assigns agree to remain bound jointly and severally under this guarantee notwithstanding any or all of the following: amendment or modification of license or NRC-approved decommissioning funding plan for that facility, the extension or reduction of the time of performance of required activities, or any other modification or alteration of an obligation of the licensee pursuant to 10 CFR Part 30 or 70.

13. The Guarantor agrees that all bound parties shall be jointly and severally liable for all litigation costs incurred by the beneficiary, NRC, in any successful effort to enforce the agreement against the Guarantor.

14. The Guarantor agrees to remain bound under this guarantee for as long as Licensee must comply with the applicable financial assurance requirements of 10 CFR Part 30 or 70, for the previously listed facility, except that the Guarantor may cancel this guarantee by sending notice by certified mail to the NRC and to Licensee, such cancellation to become effective no earlier than 120 days after receipt of such notice by both the NRC and Licensee as evidenced by the return receipts.

15. The Guarantor agrees that if Licensee fails to provide alternative financial assurance as specified in 10 CFR Part 30 or 70, as applicable, and obtain written approval of such assurance from the NRC within 90 days after a notice of cancellation by the Guarantor is received by both the NRC and Licensee from the Guarantor, the Guarantor shall provide such alternative financial assurance in the name of Licensee or make full payment under the guarantee, for the amount specified in paragraph 3 above.

16. The Guarantor expressly waives notice of acceptance of this guarantee by the NRC or by Licensee. The Guarantor also expressly waives notice of amendments or modification of the decommissioning requirements and of amendments or modification of the license.

17. If the Guarantor files financial reports with the U.S. Securities and Exchange Commission, then it shall promptly submit them to the NRC during each year in which this guarantee is in effect.

I hereby certify that this guarantee is true and correct to the best of my knowledge.

Effective date: November 30, 2004

CURTISS-WRIGHT CORPORATION

By: Glenn E. Tynan

Glenn E. Tynan
Chief Financial Officer

Witness: ____________________

CERTIFICATION OF FINANCIAL ASSURANCE

Principal: Curtiss-Wright Electro-Mechanical Corporation
1000 Cheswick Avenue
Cheswick, PA 15024
NRC License No. 37-05809-01
NRC License No. 37-05809-02
NRC License No. SNM-1120

Issued to: U.S. Nuclear Regulatory Commission

I certify that Curtiss-Wright Electro-Mechanical Corporation is licensed to possess the materials and quantities of materials covered by NRC License Nos. 37-05809-01, 37-05809-02 and SNM-1120.

I also certify that financial assurance in the amount of $3,115,000.00 has been obtained for the purpose of decommissioning as prescribed by 10 CFR Part 30 and 70.

November 30, 2004

By: ______________
George P. McDonald
Assistant Secretary
Curtiss-Wright Electro-Mechanical Corporation

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the
Securities and Exchange Act of 1934

FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2004
Commission File Number 1-134

CURTISS-WRIGHT CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware	13-0612970
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4 Becker Farm Road Roseland, New Jersey	07068
(Address of principal executive offices)	(Zip Code)

(973) 597-4700
(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 and (2) has been subject to such filing requirements for the past 90 days.

Yes __X__ No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes __X__ No

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

Common Stock, par value $1.00 per share: 12,660,308 shares (as of October 31, 2004).
Class B Common Stock, par value $1.00 per share: 8,764,246 shares (as of October 31, 2004).

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES

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PART I – FINANCIAL INFORMATION
Item 1. Financial Statements

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(UNAUDITED)
(In thousands except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
Net sales	$ 236,574	$ 189,618	$ 673,935	$ 552,408
Cost of sales	154,725	132,601	444,469	379,677
Gross profit	81,849	57,017	229,466	172,731
Research and development expenses	8,443	5,417	24,409	16,494
Selling expenses	17,413	9,612	44,760	28,887
General and administrative expenses	30,033	20,740	83,071	65,320
Environmental remediation and administrative expenses	200	380	491	380
Pension expense (income), net	295	(527)	377	(1,580)
Operating income	25,465	21,395	76,358	63,230
Other income (expense), net	185	(91)	(11)	182
Interest expense	(3,135)	(1,113)	(8,418)	(2,906)
Earnings before income taxes	22,515	20,191	67,929	60,506
Provision for income taxes	7,795	7,672	23,276	22,992
Net earnings	$ 14,720	$ 12,519	$ 44,653	$ 37,514
Basic earnings per share	$ 0.69	$ 0.61	$ 2.11	$ 1.82
Diluted earnings per share	$ 0.68	$ 0.60	$ 2.08	$ 1.80
Dividends per share	$ 0.09	$ 0.08	$ 0.27	$ 0.23
Weighted average shares outstanding:				
Basic	21,359	20,656	21,122	20,608
Diluted	21,715	20,936	21,476	20,856

See notes to consolidated financial statements

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)
(In thousands)

	September 30, 2004	December 31, 2003
Assets		
Current Assets:		
Cash and cash equivalents	$ 38,537	$ 98,672
Receivables, net	184,559	143,362
Inventories, net	116,837	97,880
Deferred tax assets, net	24,307	23,630
Other current assets	13,697	10,979
Total current assets	377,937	374,523
Property, plant and equipment, net	251,086	238,139
Prepaid pension costs	77,821	77,877
Goodwill	346,367	220,058
Other intangible assets, net	110,063	48,268
Other assets	18,846	14,800
Total Assets	**$ 1,182,120**	**$ 973,665**
Liabilities		
Current Liabilities:		
Short-term debt	$ 957	$ 997
Accounts payable	53,787	43,776
Dividends payable	1,929	–
Accrued expenses	47,441	44,938
Income taxes payable	4,975	6,748
Other current liabilities	45,103	39,424
Total current liabilities	154,192	135,883
Long-term debt	348,226	224,151
Deferred tax liabilities, net	20,618	21,798
Accrued pension and other postretirement benefit costs	79,427	75,633
Long-term portion of environmental reserves	19,364	21,083
Other liabilities	21,183	16,236
Total Liabilities	643,010	494,784
Stockholders' Equity		
Common stock, $1 par value	16,646	16,611
Class B common stock, $1 par value	8,765	8,765
Additional paid-in capital	52,911	52,998
Retained earnings	582,579	543,670
Unearned portion of restricted stock	(39)	(55)
Accumulated other comprehensive income	23,037	22,634
	683,899	644,623
Less: Cost of treasury stock	(144,789)	(165,742)
Total Stockholders' Equity	539,110	478,881
Total Liabilities and Stockholders' Equity	**$ 1,182,120**	**$ 973,665**

See notes to consolidated financial statements

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(In thousands)

	Nine Months Ended September 30, 2004	Nine Months Ended September 30, 2003
Cash flows from operating activities:		
Net earnings	$ 44,653	$ 37,514
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	31,721	22,963
Non-cash pension expense (income)	377	(1,580)
Deferred income taxes	(1,549)	(811)
Changes in operating assets and liabilities, net of businesses acquired:		
(Increase) decrease in receivables	(16,094)	3,069
(Increase) decrease in inventories	(3,078)	4,590
Decrease in progress payments	(2,945)	(3,428)
(Decrease) increase in accounts payable and accrued expenses	(190)	4,192
Increase (decrease) in deferred revenue	4,498	(12,508)
(Decrease) increase in income taxes payable	(2,170)	6,260
(Increase) decrease in other assets	(1,386)	2,951
Decrease in other liabilities	(50)	(5,031)
Total adjustments	9,134	20,667
Net cash provided by operating activities	53,787	58,181
Cash flows from investing activities:		
Proceeds from sales of non-operating assets	1,168	1,078
Acquisitions of intangible assets	(2,100)	–
Additions to property, plant and equipment	(20,569)	(24,540)
Acquisition of new businesses	(218,653)	(37,485)
Net cash used for investing activities	(240,154)	(60,947)
Cash flows from financing activities:		
Proceeds from issuance of debt	527,006	384,612
Principal payments on debt	(403,982)	(314,220)
Proceeds from exercise of stock options	6,743	2,352
Dividends paid	(3,815)	(3,093)
Net cash provided by financing activities	125,952	69,651
Effect of foreign currency	280	1,444
Net (decrease) increase in cash and cash equivalents	(60,135)	68,329
Cash and cash equivalents at beginning of period	98,672	47,717
Cash and cash equivalents at end of period	$ 38,537	$ 116,046
Supplemental disclosure of investing activities:		
Fair value of assets acquired in current year acquisitions	$ 251,107	$ 38,547
Earn-out payments and release of holdback funds on previous years' acquisitions	3,003	2,226
Fair value of Common Stock issued as consideration for acquisitions	(14,000)	–
Liabilities assumed in current year acquisitions	(19,120)	(3,288)
Cash acquired	(2,337)	–
Net cash paid for acquisitions	$ 218,653	$ 37,485

See notes to consolidated financial statements

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

	Common Stock	Class B Common Stock	Additional Paid in Capital	Retained Earnings	Unearned Portion of Restricted Stock Awards	Accumulated Other Comprehensive Income	Treasury Stock
December 31, 2002	$10,618	$ 4,382	$ 52,200	$ 508,298	$ (60)	$ 6,482	$ (170,692)
Net earnings	–	–	–	52,268	–	–	–
Translation adjustments, net	–	–	–	–	–	16,152	–
Dividends	–	–	–	(6,520)	–	–	–
Stock options exercised, net	–	–	741	–	–	–	4,812
Other	–	–	57	–	5	–	138
Two-for-one common stock split effected in the form of a 100% stock dividend	5,993	4,383	–	(10,376)	–	–	–
December 31, 2003	16,611	8,765	52,998	543,670	(55)	22,634	(165,742)
Net earnings	–	–	–	44,653	–	–	–
Translation adjustments, net	–	–	–	–	–	403	–
Dividends	–	–	–	(5,744)	–	–	–
Stock options exercised, net	–	–	(4,681)	–	–	–	10,071
Stock issued under employee stock purchase plan	35	–	1,318	–	–	–	–
Equity issued in connection with acquisitions	–	–	3,259	–	–	–	10,741
Other	–	–	17	–	16	–	141
September 30, 2004	$16,646	$ 8,765	$ 52,911	$ 582,579	$ (39)	$ 23,037	$ (144,789)

See notes to consolidated financial statements

1. BASIS of PRESENTATION

Curtiss-Wright Corporation and its subsidiaries (the "Corporation") is a diversified multinational manufacturing and service company that designs, manufactures, and overhauls precision components and systems and provides highly engineered products and services to the aerospace, defense, automotive, shipbuilding, oil and gas, petrochemical, agricultural equipment, medical, railroad, power generation, security, metalworking, and general industries. Operations are conducted through 34 manufacturing facilities, 56 metal treatment service facilities, and 2 aerospace component overhaul and repair locations.

The unaudited consolidated financial statements include the accounts of Curtiss-Wright Corporation and its majority-owned subsidiaries. All material intercompany transactions and accounts have been eliminated.

The unaudited consolidated financial statements of the Corporation have been prepared in conformity with accounting principles generally accepted in the United States of America and such preparation requires management to make estimates and judgments that affect the reported amount of assets, liabilities, revenue, and expenses and disclosure of contingent assets and liabilities in the accompanying financial statements. The most significant of these estimates include the costs to complete long-term contracts under the percentage of completion accounting method, the useful lives for property, plant, and equipment, cash flows used for testing the recoverability of assets, pension plan and postretirement obligation assumptions, amount of inventory obsolescence, valuation of intangible assets, warranty reserves, and future environmental costs. Actual results may differ from these estimates. In the opinion of management, all adjustments considered necessary for a fair presentation have been reflected in these financial statements.

The unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Corporation's 2003 Annual Report on Form 10-K. The results of operations for interim periods are not necessarily indicative of trends or of the operating results for a full year.

Certain prior year information has been reclassified to conform to current presentation.

Share and per share amounts have been adjusted to reflect the Corporation's 2-for-1 stock split on December 17, 2003.

Recently issued accounting standards

In May 2004, the Financial Accounting Standards Board ("FASB") issued FASB Staff Position ("FSP") 106-2 "Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003." This guidance supersedes FSP 106-1 issued in January 2004 and clarifies the accounting and disclosure requirements for employers with postretirement benefit plans that have been or will be affected by the passage of the Medicare Prescription Drug Improvement and Modernization Act of 2003 ("the Act"). The Act introduces two new features to Medicare that an employer needs to consider in measuring its obligation and net periodic postretirement benefit costs. The effective date for the new requirements is the first

interim or annual period beginning after June 15, 2004. Additional information regarding the impact of the Act is presented in Note 9.

2. ACQUISITIONS

The Corporation acquired ten businesses during the nine months ended September 30, 2004, eight of which are described in more detail below. The remaining two acquisitions had an aggregate purchase price of $1.1 million. All acquisitions have been accounted for as purchases with the excess of the purchase price over the estimated fair value of the net tangible and intangible assets acquired recorded as goodwill. The Corporation makes preliminary estimates of the value of identifiable intangible assets with a finite life and records amortization based upon the estimated useful life of those intangible assets identified. The Corporation will adjust these estimates based upon analysis of third party appraisals, when deemed appropriate, and the determination of fair value when finalized, within twelve months from acquisition. The Corporation does not consider the acquisitions made in the nine months ended September 30, 2004 to be material, individually or in the aggregate, to its financial position, liquidity, or results of operations, and therefore no pro forma financial statements are provided. The results of each acquired business have been included in the consolidated financial results of the Corporation from the date of acquisition in the segment indicated as follows:

<u>Motion Control Segment</u>

Synergy
On August 31, 2004, the Corporation acquired the outstanding stock of Synergy Microsystems, Inc ("Synergy"). The purchase price of the acquisition, subject to customary adjustments as provided in the Stock Purchase Agreement, was $48.6 million in cash. The purchase price was funded from credit available under the Corporation's revolving credit facilities. Per the terms of the agreement, the Corporation paid $2.5 million into escrow as security for potential indemnification claims. Any escrow remaining after claims for indemnification have been settled will be paid to the seller 18 months from the acquisition date by the escrow agent. The estimated excess of the purchase price over the fair value of the net assets acquired is $26.4 million at September 30, 2004.

Synergy specializes in the design, manufacture and integration of single- and multi-processor, single-board computers for VME and CompactPCI systems to meet the needs of demanding real-time applications in military, aerospace, industrial and commercial markets. Revenues of the acquired business were $17.5 million for the year ended December 31, 2003. Synergy is headquartered in San Diego, CA and has a facility in Tucson, AZ.

Primagraphics
On May 28, 2004, the Corporation acquired the outstanding shares of Primagraphics Holdings Limited ("Primagraphics"). The purchase price of the acquisition, subject to customary adjustments as provided in the Stock Purchase Agreement, was £12.3 million ($22.1 million) in cash. The purchase price was funded from credit available under the Corporation's revolving credit facilities. The estimated excess of the purchase price over the fair value of the net assets acquired is $11.9 million at September 30, 2004.

Primagraphics is a market leader in the development of radar processing and graphic display systems used throughout the world for military and commercial applications, such as ship and airborne command and control consoles, vessel tracking, air traffic control and air defense systems. Primagraphics' products include graphics and imaging technologies, video and sensor processing hardware, and software that can be readily engineered to provide vital components for a wide variety of systems. Revenues of the acquired business were £6.8 million ($10.9 million) for the fiscal year ended June 30, 2003. Primagraphics is headquartered near Cambridge in the United Kingdom, with an additional facility in Charlottesville, VA, and a worldwide network of dealers and distributors.

Dy 4

On January 31, 2004, the Corporation acquired the outstanding stock of Dy 4 Systems, Inc. and Dy 4 (U.S.) Inc. (collectively "Dy 4") from Solectron Corporation. The purchase price of the acquisition was $109.4 million in cash. Management funded the purchase price with cash on hand and from the Corporation's revolving credit facilities. The purchase price has been preliminarily allocated to the net tangible and intangible assets acquired, with the remainder recorded as goodwill, on the basis of estimated fair values as of September 30, 2004, as follows:

(In thousands)	
Net working capital	$ 10,043
Property, plant, and equipment	7,213
Intangible assets	29,700
Net tangible and intangible assets	46,956
Purchase price, including capitalized acquisition costs	110,352
Goodwill	$ 63,396

Dy 4 is considered a market leader in ruggedized embedded computing solutions for the defense and aerospace industries. Using standard, commercially available computing technologies, referred to as commercial-off-the-shelf or "COTS", Dy 4 customizes the products to perform reliably in rugged conditions, such as extreme temperature, terrain and/or speed. Based in Ottawa, Canada, Dy 4 also has an operations facility in Virginia and a sales office in the United Kingdom. Revenues of the purchased business for the fiscal year ending August 29, 2003 were $72.4 million.

Flow Control Segment

Groquip

On July 12, 2004, the Corporation acquired the outstanding stock of Groth Equipment Corporation of Louisiana ("Groquip"). The purchase price of the acquisition, subject to customary adjustments as provided in the Stock Purchase Agreement, was $4.7 million, payable in the Corporation's restricted Common Stock valued at $1.0 million and cash of $3.7 million, and the assumption of certain liabilities. The cash portion of the purchase price was funded from credit available under the Corporation's revolving credit facilities. The Corporation is holding $0.5 million as security for potential indemnification claims. Any amount of holdback remaining after claims for indemnification have been settled will be paid within 12 months of the acquisition date. The estimated excess of the purchase price over the fair value of the net assets acquired is $1.3 million at September 30, 2004.

Groquip is a market leader in the hydrocarbon and chemical processing industries. Groquip provides products and services for various pressure-related processes that ensure safe operation and regulatory compliance. Groquip is a manufacturer's sales representative for rupture discs, conservation vents, fire and gas detectors and pressure relief valves. They also provide field and in-shop service and repairs for pressure relief valves and a variety of specialty valves. Revenues of the acquired business were $10.1 million for the twelve months ended June 30, 2004. Groquip is headquartered in Geismar, Louisiana and has a sales and service center located in Sulphur, Louisiana.

NOVA

On May 24, 2004, the Corporation acquired certain assets of NOVA Machine Products Corporation ("NOVA"). The purchase price of the acquisition, subject to customary adjustments as provided in the Asset Purchase Agreement, was $20.7 million in cash and the assumption of certain liabilities. The purchase price was funded from credit available under the Corporation's revolving credit facilities. The Corporation is holding $1.3 million as security for potential indemnification claims. Any amount of holdback remaining after claims for indemnification have been settled will be paid within 18 months of the acquisition date. There are provisions in the agreement for additional payments upon the achievement of certain financial performance criteria through 2009 up to a maximum additional payment of $9.2 million. The estimated excess of the purchase price over the fair value of the net assets acquired is $11.4 million at September 30, 2004.

NOVA is one of the largest suppliers of safety-related fasteners to the U.S. nuclear power industry and the Department of Energy ("DOE"), and also provides a wide range of manufactured and distributed products and related services. NOVA is currently under exclusive contract with many of the U.S. nuclear utilities for its proprietary Utility Stock Exchange® program. This program manages the utility's inventory and spare parts, and positions NOVA to be the preferred supplier for nuclear-grade and other critical components. NOVA will expand this capability to include Curtiss-Wright's current product offerings in the commercial power generation market. Revenues of the acquired business were $17.1 million for the year ended December 31, 2003. NOVA is headquartered in Middleburg Heights, OH, with distribution centers in Glendale Heights, IL, and Decatur, AL, and five sales offices throughout the U.S.

Trentec

On May 24, 2004, the Corporation acquired certain assets of Trentec, Inc. ("Trentec"). The purchase price of the acquisition, subject to customary adjustments as provided in the Asset Purchase Agreement, was $13.8 million, payable in the Corporation's restricted Common Stock valued at $13.0 million and cash of $0.8 million, and the assumption of certain liabilities. The cash portion of the purchase price is being held by the Corporation as security for potential indemnification claims. Any amount of holdback remaining after claims for indemnification have been settled will be paid within 18 months of the acquisition date. The estimated excess of the purchase price over the fair value of the net assets acquired is $5.7 million at September 30, 2004.

Trentec's services include specialty equipment fabrication, diamond wiresaw cutting, nuclear power plant equipment qualification, and third-party dedication and supply of nuclear components. Trentec is also expanding to support new DOE contracts for large doors and airlocks. Trentec's customers include major nuclear power plant developers, as well as most nuclear and hydroelectric energy producers. Revenues of the acquired

business were $13.5 million for the year ended December 31, 2003. Trentec's operations are located in Cincinnati, Ohio.

Metal Treatment Segment

Everlube

On April 2, 2004, the Corporation purchased the assets of the Everlube Products division ("Everlube") of Morgan Advanced Ceramics, Inc. The purchase price of the acquisition was $6.5 million in cash and the assumption of certain liabilities. The purchase price was funded from credit available under the Corporation's revolving credit facilities. The estimated excess of the purchase price over the fair value of the net assets acquired is $3.3 million at September 30, 2004.

Everlube is a pioneer and leader in manufacturing solid film lubricant (SFL) and other specialty engineered coatings with more than 180 formulations available. Everlube coatings include well-known, proprietary brands such as Everlube®, EverSlik®, Lube-Lok®, Lubri-Bond®, Perma-Slik®, Kal-Gard®, Electrobond®, Electrolube®, Formkote®, Henderlube™, Ecoalube™, Esnalube™, and Henco-Mask™. Everlube's engineered coatings improve the functional performance of metal components in lubrication, temperature, and corrosion resistance. The coatings are developed for use in high performance, niche applications and are generally either "approved for use" or "specified" after extensive testing and evaluation by a customer. Customers include original equipment manufacturers (OEMs), commercial metal finishers, and distributors for use in aerospace, automotive, general industrial, electronic, military, and medical applications. Everlube coatings are extensively specified by OEMs, with more than 1,000 specifications currently active. In addition, many military and U.S. Department of Defense agencies have qualified Everlube coatings. Revenues of the acquired business were $3.9 million for the year ended December 31, 2003. Everlube is located in Peachtree City, Georgia.

Evesham

On February 24, 2004, the Corporation purchased the assets of the Evesham business located in the United Kingdom ("Evesham") from Morgan Advanced Ceramics, Ltd. The purchase price of the acquisition was £3.4 million ($6.4 million) in cash and the assumption of certain liabilities. The purchase price was funded from credit available under the Corporation's revolving credit facilities. The estimated excess of the purchase price over the fair value of the net assets acquired is $2.2 million at September 30, 2004.

Evesham manufactures and applies an extensive range of solid film lubricant (SFL) coatings, which provide lubrication, corrosion resistance and enhanced engineering performance. Evesham is a sister facility to the six North American E/M Coatings Service facilities that were acquired by Curtiss-Wright in 2003. E/M Coatings constitutes one of the largest providers of SFL coatings in North America. The coatings are used in a broad range of products and industries whenever conventional wet lubricants provide insufficient protection due to high temperatures, extreme loads, corrosion, wear, chemical corrosion, or other adverse operating conditions. Revenues of the acquired business were £2.6 million ($4.2 million) for the year ended December 31, 2003.

3. RECEIVABLES

Receivables at September 30, 2004 and December 31, 2003 include amounts billed to customers and unbilled charges on long-term contracts consisting of amounts recognized as sales but not billed as of the dates presented. Substantially all amounts of unbilled receivables are expected to be billed and collected within a year. The composition of receivables for those periods is as follows:

	(In thousands)	
	September 30, 2004	December 31, 2003
Billed Receivables:		
Trade and other receivables	$ 141,658	$ 111,068
Less: Allowance for doubtful accounts	(3,888)	(3,449)
Net billed receivables	137,770	107,619
Unbilled Receivables:		
Recoverable costs and estimated earnings not billed	63,906	56,070
Less: Progress payments applied	(17,117)	(20,327)
Net unbilled receivables	46,789	35,743
Receivables, net	$ 184,559	$ 143,362

The net receivable balance at September 30, 2004 includes $24.2 million related to the Corporation's 2004 acquisitions.

4. INVENTORIES

In accordance with industry practice, inventoried costs contain amounts relating to long-term contracts and programs with long production cycles, a portion of which will not be realized within one year. Inventories are valued at the lower of cost (principally average cost) or market. The composition of inventories is as follows:

	(In thousands)	
	September 30, 2004	December 31, 2003
Raw material	$ 50,023	$ 40,624
Work-in-process	35,469	26,409
Finished goods and component parts	51,867	46,575
Inventoried costs related to U.S. Government and other long-term contracts	20,970	20,544
Gross inventories	158,329	134,152
Less: Inventory reserves	(27,233)	(22,278)
Progress payments applied, principally related to long-term contracts	(14,259)	(13,994)
Inventories, net	$ 116,837	$ 97,880

The net inventory balance at September 30, 2004 includes $17.4 million related to the Corporation's 2004 acquisitions.

5. GOODWILL

The Corporation accounts for acquisitions by assigning the purchase price to tangible and intangible assets and liabilities. Assets acquired and liabilities assumed are recorded at their fair values, and the excess of the purchase price over the amounts assigned is recorded as goodwill.

The changes in the carrying amount of goodwill for the nine months ended September 30, 2004 are as follows:

	(In thousands)			
	Motion Control	Flow Control	Metal Treatment	Consolidated
December 31, 2003	$ 110,850	$ 93,418	$ 15,790	$ 220,058
Goodwill from 2004 acquisitions	102,029	18,776	5,623	126,428
Change in previous estimates of fair value of net assets acquired	(602)	722	(857)	(737)
Currency translation adjustment	374	329	(85)	618
September 30, 2004	$ 212,651	$ 113,245	$ 20,471	$ 346,367

The purchase price allocations relating to businesses acquired during the twelve months ended September 30, 2004 are based on estimates and have not yet been finalized.

The Corporation completed its required annual goodwill impairment testing during the third quarter of 2004. The testing indicated that the recorded carrying value of the Corporation's goodwill is not impaired.

6. OTHER INTANGIBLE ASSETS, net

Intangible assets are generally the result of acquisitions and consist primarily of purchased technology, customer related intangibles, trademarks and service marks, and technology licenses. Intangible assets are amortized over useful lives that range between 1 and 20 years.

The following tables present the cumulative composition of the Corporation's intangible assets and include $1.0 million of indefinite lived intangible assets within other intangible assets for both periods presented.

		(In thousands)	
September 30, 2004	Gross	Accumulated Amortization	Net
Developed technology	$ 91,322	$ (7,117)	$ 84,205
Customer related intangibles	23,295	(2,023)	21,272
Other intangible assets	6,418	(1,832)	4,586
Total	$ 121,035	$ (10,972)	$ 110,063

		(In thousands)	
December 31, 2003	Gross	Accumulated Amortization	Net
Developed technology	$ 32,892	$ (2,966)	$ 29,926
Customer related intangibles	14,469	(863)	13,606
Other intangible assets	5,902	(1,166)	4,736
Total	$ 53,263	$ (4,995)	$ 48,268

The following table presents the changes in the net balance of other intangibles assets during the nine months ended September 30, 2004.

		(In thousands)		
	Developed Technology, net	Customer Related Intangibles, net	Other Intangible Assets, net	Total
December 31, 2003	$ 29,926	$ 13,606	$ 4,736	$ 48,268
Acquired during 2004	58,217	7,326	743	66,286
Amortization expense	(4,138)	(1,160)	(673)	(5,971)
Change in estimate of fair value related to purchase price allocations	–	1,500	(290)	1,210
Net currency translation adjustment	200	–	70	270
September 30, 2004	$ 84,205	$ 21,272	$ 4,586	$ 110,063

Total estimated future amortization expense of purchased intangible assets is as follows:

	(In thousands)
FY 2005	$ 11,165
FY 2006	10,848
FY 2007	10,848
FY 2008	10,679
FY 2009	8,718
Thereafter	57,805

7. WARRANTY RESERVES

The Corporation provides its customers with warranties on certain commercial and governmental products. Estimated warranty costs are charged to expense in the period the related revenue is recognized based on quantitative historical experience. Estimated warranty reserves are reduced as these costs are incurred and as the warranty period expires and may be otherwise modified as specific product performance issues are identified and resolved. Warranty reserves are included within accrued expenses on the Corporation's Consolidated Balance Sheet. In accordance with Financial Accounting Standards Board ("FASB") Interpretation No. 45, "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others, an Interpretation of FASB Statements No. 5, 57, and 107 and Rescission of FASB Interpretation No. 34", the following table presents the changes in the Corporation's warranty reserves:

	(In thousands) 2004	2003
Warranty reserves at January 1,	$ 10,011	$ 9,504
Increase due to acquisitions	860	–
Provision for current year sales	1,811	1,211
Change in estimates to pre-existing warranties	(1,624)	(703)
Current year claims	(1,832)	(1,395)
Translation adjustment	68	177
Warranty reserves at September 30,	$ 9,294	$ 8,794

8. DEBT

Debt at September 30, 2004 and December 31, 2003 consists of the following:

	(In thousands)	
	September 30, 2004	December 31, 2003
Industrial Revenue Bonds, due through 2028. Weighted average interest rate is 1.24% per annum for the nine months ended September 30, 2004 and the year ended December 31, 2003.	$ 14,310	$ 14,296
Revolving Credit Agreement, due 2009. Weighted average interest rate is 2.29% and 1.97% per annum for the nine months ended September 30, 2004 and the year ended December 31, 2003, respectively.	132,000	8,868
5.13% Senior Notes due 2010	75,343	75,217
5.74% Senior Notes due 2013	126,630	125,747
Other debt	900	1,020
Total debt	349,183	225,148
Less: Short-term debt	957	997
Total Long-term debt	$ 348,226	$ 224,151

On July 23, 2004, the Corporation amended its existing credit facility, increasing the available line of credit from $225 million to $400 million. The Corporation plans to use the credit line for working capital purposes, internal growth initiatives, funding of future acquisitions, and other general corporate purposes. The agreement expires in 2009. As a result of the amended credit facility, there is no longer a short-term borrowing agreement.

The estimated fair values of the Corporation's debt instruments at September 30, 2004 aggregated $352.1 million compared to a carrying value of $349.2 million. The carrying amount of the variable interest rate long-term debt approximates fair value because the interest rates are reset periodically to reflect current market conditions. Fair values for the Corporation's fixed rate debt were estimated based on valuations provided by third parties in accordance with their proprietary models.

In November 2003 the Corporation entered into two interest rate swap agreements to effectively convert the fixed interest rates on the Senior Notes to variable rates. The carrying amount of the interest rate swaps reflects their fair value as provided by third parties in accordance with their proprietary models. The fair values described above may not be indicative of net realizable value or reflective of future fair values. Furthermore, the use of different methodologies to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Aggregate future maturities of debt as of September 30, are as follows:

	(In thousands)
FY 2005	$ 957
FY 2006	58
FY 2007	5,060
FY 2008	60
FY 2009	132,062
Thereafter	209,013
Total*	$ 347,210

***Amount excludes a $2.0 million adjustment to the fair value of long-term debt relating to the Corporation's interest rate swap agreements that will not be settled in cash.**

9. PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

Pension Plans

The components of net periodic pension cost (benefit) for the three months ended September 30, 2004 and 2003 were:

	(In thousands) Curtiss-Wright Plans		EMD Plans	
	Sept 30, 2004	Sept 30, 2003	Sept 30, 2004	Sept 30, 2003
Service cost	$ 2,742	$ 2,259	$ 754	$ 648
Interest cost	1,747	1,916	2,062	1,959
Expected return on plan assets	(4,447)	(4,518)	(1,666)	(1,589)
Amortization of prior service cost	40	20	–	–
Amortization of net loss (gain)	21	(203)	–	–
Amortization of transition obligation	(1)	(1)	–	–
Cost of settlement	193	–	–	–
Net periodic benefit cost (income)	$ 295	$ (527)	$ 1,150	$ 1,018

The components of net periodic pension cost (benefit) for the nine months ended September 30, 2004 and 2003 were:

	(In thousands) Curtiss-Wright Plans		EMD Plans	
	Sept 30, 2004	Sept 30, 2003	Sept 30, 2004	Sept 30, 2003
Service cost	$ 7,378	$ 6,777	$ 2,436	$ 1,944
Interest cost	5,657	5,734	6,060	5,877
Expected return on plan assets	(12,957)	(13,554)	(5,710)	(4,767)
Amortization of prior service cost	84	60	–	–
Amortization of net loss (gain)	25	(609)	–	–
Amortization of transition obligation	(3)	(3)	–	–
Cost of settlement	193	15	–	–
Net periodic benefit cost (income)	$ 377	$ (1,580)	$ 2,786	$ 3,054

No contributions have been made to the pension plans during the nine months ended September 30, 2004. The Corporation anticipates contributing $2.5 million to the EMD pension plan in the fourth quarter of 2004, although there is no required minimum amount for the year. No contributions are estimated to be made to the Curtiss-Wright Pension plan due to its funded status.

Other Postretirement Benefit Plans

The components of the net postretirement benefit cost for the three months ended September 30, 2004 and 2003 were:

(In thousands)

	Curtiss-Wright Plan		EMD Plan	
	Sept 30, 2004	Sept 30, 2003	Sept 30, 2004	Sept 30, 2003
Service cost	$ –	$ –	$ 219	$ 176
Interest cost	7	9	643	597
Amortization of net (gain) loss	(15)	(18)	–	–
Net periodic benefit (income) cost	$ (8)	$ (9)	$ 862	$ 773

The components of the net postretirement benefit cost for the nine months ended September 30, 2004 and 2003 were:

(In thousands)

	Curtiss-Wright Plan		EMD Plan	
	Sept 30, 2004	Sept 30, 2003	Sept 30, 2004	Sept 30, 2003
Service cost	$ –	$ –	$ 657	$ 529
Interest cost	23	29	1,876	1,791
Amortization of net (gain) loss	(45)	(55)	–	–
Net periodic benefit (income) cost	$ (22)	$ (26)	$ 2,533	$ 2,320

During the nine months ended September 30, 2004, the Corporation has paid $0.1 and $1.6 million on the Curtiss-Wright and EMD postretirement plans, respectively. During 2004, the Corporation anticipates contributing $0.1 million and $2.2 million to the postretirement plans, respectively.

The Medicare Prescription Drug, Improvement and Modernization Act (the "Act") was enacted in December 2003. The Act introduces a prescription drug benefit under Medicare Part D and a federal subsidy to sponsors of postretirement benefit plans that provide a prescription drug benefit that is at least actuarially equivalent to the benefit provided by Medicare Part D. The Corporation, in consultation with its actuary, has determined that there would be no impact on the Curtiss-Wright Postretirement Benefit Plan. However, the Corporation is currently unable to conclude whether the benefits provided by its EMD Postretirement Benefit Plan are actuarially equivalent to Medicare Part D under the Act. The Corporation's actuary is currently in the process of determining the actuarially equivalent benefit, if any, and as such, the effects of this Act have not yet been reflected in the accumulated postretirement benefit obligation or net periodic postretirement benefit cost.

10. EARNINGS PER SHARE

Diluted earnings per share were computed based on the weighted average number of shares outstanding plus all potentially dilutive common shares. Share amounts presented below have been adjusted on a pro forma basis for the stock split in 2003. A reconciliation of basic to diluted shares used in the earnings per share calculation is as follows:

	(In thousands)			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
Basic weighted average shares outstanding	21,359	20,656	21,122	20,608
Dilutive effect of stock options and deferred stock compensation	356	280	354	248
Diluted weighted average shares outstanding	21,715	20,936	21,476	20,856

There were no antidilutive shares for the three and nine months ended September 30, 2004. For the three and nine months ended September 30, 2003 the antidilutive shares were zero and 160,000, respectively.

11. STOCK COMPENSATION PLANS

In accordance with SFAS No. 123, "Accounting for Stock-Based Compensation," the Corporation has elected to account for its stock-based compensation under Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees." As such, the Corporation does not recognize compensation expense for stock options granted to employees when the exercise price of the options is equal to the market price of the underlying stock on the date of the grant.

Pro forma information regarding net earnings and earnings per share is required by SFAS No. 123, as amended, and has been determined as if the Corporation had accounted for its employee stock option grants under the fair value method prescribed by that Statement. Information regarding the number of options granted, market price of the grants, vesting requirements, and the maximum term of the options granted by plan type is included in the Corporation's 2003 Annual Report on Form 10-K.

The Corporation's pro forma results are as follows:

	(In thousands, except per share data)			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
Net earnings, as reported	$ 14,720	$ 12,519	$ 44,653	$ 37,514
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(482)	(315)	(1,367)	(945)
Pro forma net earnings	$ 14,238	$ 12,204	$ 43,286	$ 36,569
Net earnings per share:				
As reported:				
Basic	$ 0.69	$ 0.61	$ 2.11	$ 1.82
Diluted	$ 0.68	$ 0.60	$ 2.08	$ 1.80
Pro forma:				
Basic	$ 0.67	$ 0.59	$ 2.05	$ 1.77
Diluted	$ 0.66	$ 0.58	$ 2.02	$ 1.75

Employee Stock Purchase Plan

In April 2003, the Corporation's Board of Directors and stockholders approved the 2003 Employee Stock Purchase Plan (the "ESPP") under which eligible employees may purchase the Corporation's common stock at a price per share equal to 85% of the lower of the fair market value of the common stock at the beginning or end of each offering period. The first offering period of the ESPP began on January 1, 2004. Participation in the offering is limited to 10% of an employee's compensation (not to exceed amounts allowed under Section 423 of the Internal Revenue Code), may be terminated at any time by the employee, and automatically ends on termination of employment with the Corporation. A total of 1,000,000 shares of common stock have been reserved for issuance under the ESPP. During the nine months ended September 30, 2004, 35,000 shares were purchased under the ESPP. As of September 30, 2004, there were 965,000 shares available for future offerings.

12. ENVIRONMENTAL MATTERS

The Corporation establishes a reserve for a potential environmental liability when it concludes that a determination of legal liability is probable based upon the advice of counsel. Such amounts reflect the Corporation's estimate of the amount of that liability. If only a range of potential liability can be estimated, a reserve will be established at the low end of that range. Such reserves represent current values of anticipated remediation not reduced by any potential recovery from insurance carriers or through contested third-party legal actions and are not discounted for the time value of money.

The Corporation has been named as a potentially responsible party ("PRP"), as have many other corporations and municipalities, in a number of environmental clean-up sites. The Corporation continues to make progress in resolving these claims through

settlement discussions and payments from established reserves. Significant sites remaining open at the end of the quarter are: Caldwell Trucking landfill superfund site, Fairfield, New Jersey; Sharkey landfill superfund site, Parsippany, New Jersey; Amenia landfill site, Amenia, New York; and Chemsol, Inc. superfund site, Piscataway, New Jersey. The Corporation believes that the outcome for any of these remaining sites will not have a materially adverse effect on the Corporation's results of operations or financial condition.

In the first quarter of 2004, the Corporation signed a PRP agreement joining a number of other companies to respond to a U.S.E.P.A. Request For Information concerning the Lower Passaic River site. As of September 30, 2004, the Corporation considers itself a nominal participant and the outcome of this matter would not have a materially adverse effect on the Corporation's results of operation or financial condition.

13. SEGMENT INFORMATION

The Corporation manages and evaluates its operations based on the products and services it offers and the different markets it serves. Based on this approach, the Corporation has three reportable segments: Flow Control, Motion Control, and Metal Treatment.

(In thousands)
Three Months Ended September 30, 2004

	Flow Control	Motion Control	Metal Treatment	Segment Totals	Corporate & Other [1]	Consolidated Totals
Revenue from external customers	$ 94,204	$ 97,727	$ 44,643	$ 236,574	$ –	$ 236,574
Intersegment revenues	–	–	145	145	(145)	–
Operating income	9,845	10,399	6,817	27,061	(1,596)	25,465

(In thousands)
Three Months Ended September 30, 2003

	Flow Control	Motion Control	Metal Treatment	Segment Totals	Corporate & Other [1]	Consolidated Totals
Revenue from external customers	$ 84,167	$ 70,157	$ 35,294	$ 189,618	$ –	$ 189,618
Intersegment revenues	–	–	151	151	(151)	–
Operating income	7,110	9,537	4,321	20,968	427	21,395

(1) Corporate and Other includes pension income/expense, which has been reclassified from prior year presentation.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
NOTES to CONSOLIDATED FINANCIAL STATEMENTS, Continued
(UNAUDITED)

	(In thousands) Nine Months Ended September 30, 2004					
	Flow Control	Motion Control	Metal Treatment	Segment Totals	Corporate & Other [1]	Consolidated Totals
Revenue from external customers	$ 269,804	$ 272,649	$ 131,482	$ 673,935	$ –	$ 673,935
Intersegment revenues	–	–	418	418	(418)	–
Operating income	29,122	28,700	20,971	78,793	(2,435)	76,358

	(In thousands) Nine Months Ended September 30, 2003					
	Flow Control	Motion Control	Metal Treatment	Segment Totals	Corporate & Other [1]	Consolidated Totals
Revenue from external customers	$ 263,125	$ 188,181	$ 101,102	$ 552,408	$ –	$ 552,408
Intersegment revenues	–	–	419	419	(419)	–
Operating income	30,176	18,734	13,102	62,012	1,218	63,230

(1) Corporate and Other includes pension income/expense, which has been reclassified from prior year presentation.

	(In thousands) Identifiable Assets					
	Flow Control	Motion Control	Metal Treatment	Segment Totals	Corporate & Other	Consolidated Totals
September 30, 2004	$ 381,470	$ 519,507	$ 190,232	$ 1,091,209	$ 90,911	$ 1,182,120
December 31, 2003	323,689	317,631	170,547	811,867	161,798	973,665

Adjustments to reconcile to earnings before income taxes:

(In thousands)

	Three months ended September 30, 2004	Three months ended September 30, 2003	Nine months ended September 30, 2004	Nine months ended September 30, 2003
Total segment operating income	$ 27,061	$ 20,968	$ 78,793	$ 62,012
Corporate and administrative	(1,596)	427	(2,435)	1,218
Other income (expense), net	185	(91)	(11)	182
Interest expense	(3,135)	(1,113)	(8,418)	(2,906)
Earnings before income taxes	$ 22,515	$ 20,191	$ 67,929	$ 60,506

14. COMPREHENSIVE INCOME

Total comprehensive income for the three months and nine months ended September 30, 2004 and 2003 are as follows:

	(In thousands)			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2004	2003	2004	2003
Net earnings	$ 14,720	$ 12,519	$ 44,653	$ 37,514
Translation adjustments, net	818	1,485	403	7,486
Total comprehensive income	$ 15,538	$ 14,004	$ 45,056	$ 45,000

The translation adjustments represent the effect of translating the assets and liabilities of the Corporation's non-U.S. entities. This amount is impacted year-over-year by foreign currency fluctuations and by the acquisitions of foreign entities.

15. CONTINGENCIES AND COMMITMENTS

The Corporation, through its subsidiary located in Switzerland, entered into a credit agreement with UBS AG ("UBS") for a credit facility in the amount of 6.0 million Swiss francs ($4.8 million) for the issue of performance guarantees related to long-term contracts. The Corporation receives prepayments on certain contracts, which are used as collateral against the credit facility. The customers can draw down on the line of credit for nonperformance up to the amount of pledged collateral, which is released from restriction over time as the Corporation meets its obligations under the long-term contracts. Under the terms of this credit facility, the Corporation is not permitted to borrow against the line of credit. The Corporation is charged a commitment fee on the outstanding balance of the collateralized cash. As of September 30, 2004, the amount of restricted cash under this facility was $0.5 million, $0.1 million of which is expected to be released from restriction within one year.

The Corporation has several NRC licenses necessary for the continued operation of the business. In connection with these licenses, the NRC required financial assurance from the Corporation (in the form of a parent company guarantee) representing estimated environmental decommissioning and remediation costs associated with the commercial operations covered by the licenses. The guarantee for the decommissioning costs of the refurbishment facility, which is estimated for 2017, is $3.1 million.

Consistent with other entities its size, the Corporation is party to several legal actions and claims, none of which individually or in the aggregate, in the opinion of management, are expected to have a material adverse effect on the Corporation's results of operations or financial position.

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
PART 1 - ITEM 2
MANAGEMENT'S DISCUSSION and ANALYSIS of FINANCIAL CONDITION and RESULTS of OPERATIONS

COMPANY ORGANIZATION

The Corporation manages and evaluates its operations based on the products and services it offers and the different markets it serves. Based on this approach, the Corporation has three reportable segments: Flow Control, Motion Control, and Metal Treatment. The Flow Control segment primarily designs, manufactures, distributes, and services a broad range of highly engineered flow control products for severe service military and commercial applications. The Motion Control segment primarily designs, develops, and manufactures mechanical systems, drive systems, embedded computing solutions, and electronic controls and sensors for the aerospace, defense, and general industrial markets. Metal Treatment provides a variety of metallurgical services, principally shot peening, heat treating, and coatings, for various industries, including aerospace, automotive, construction equipment, oil and gas, petrochemical, and metal working.

RESULTS of OPERATIONS

Analytical definitions

Throughout management's discussion and analysis of financial condition and results of operations, the terms "incremental" and "base" are used to explain changes from period to period. For quarterly reporting purposes, acquisitions are segregated from the results of the Corporation's base businesses for a full year, or in the more likely event of a mid-quarter acquisition, 5 quarters. For year to date reporting purposes, acquisitions remain segregated for two years, and the remaining businesses are referred to as the "base" businesses. An acquisition is considered base when the reporting period includes fully comparable current and prior period data. Therefore, for the third quarter our organic growth excludes the fourteen acquisitions acquired since the second quarter of 2003. For the first nine months of 2004 our organic growth excludes all acquisitions since January 1, 2003.

Three months ended September 30, 2004

Sales for the third quarter of 2004 totaled $236.6 million, an increase of 25% from sales of $189.6 million for the third quarter of 2003. New orders received for the current quarter of $239.7 million were up 89% over the orders of $126.8 million for the third quarter of 2003. Acquisitions made in the second half of 2003 and in 2004 contributed $53.1 million in incremental new orders received in the third quarter of 2004. Backlog increased 13% to $570.9 million at September 30, 2004 from $505.5 million at December 31, 2003. Acquisitions made during 2004 represented $58.7 million of the backlog at September 30, 2004. Approximately 64% of the Corporation's backlog is from military business.

Sales for the third quarter of 2004 as compared to the same period last year benefited from the acquisitions completed in the second half of 2003 and in 2004, which contributed $43.0 million in incremental sales (or 92% of the overall increase) in the third quarter of 2004. The majority of these incremental sales came from the eight acquisitions made within our Motion Control segment since August 2003. The sales for the third quarter of 2004 also benefited from overall organic growth of 2%, led by the Metal Treatment segment, which grew organically 21% over the comparable prior year period. Organic sales within our Motion Control segment decreased 5% for the third quarter of 2004 mainly due to lower military aerospace and ground defense

sales related to the timing of contractual revenues. The organic sales within our Flow Control segment were flat quarter over quarter.

Higher sales of metal treatment services from our global shot peening, heat treating, and laser peening services of $6.4 million, higher sales of certain flow control products to the oil and gas industry of $3.8 million and the power generation market of $3.2 million, higher sales of flow control products to the defense electronics market of $1.6 million, and higher sales of commercial aerospace aftermarket services of $1.1 million all contributed to the organic growth in the quarter as compared to the prior year period. This organic growth was offset by the lower sales of flow control products to the U.S. Navy due to timing of contractual revenues of $8.9 million, lower sales of motion control electronic products of $4.7 million for use on military ground vehicles, and lower sales of motion control products of $1.9 million to the military aerospace market. Foreign exchange translation had a favorable impact on sales for the third quarter of 2004, contributing $4.1 million to the sales increase from the prior year period.

Operating income for the third quarter of 2004 totaled $25.5 million, an increase of 19% from $21.4 million for the same period last year. The increase is primarily attributable to the higher sales volume, favorable sales mix, and previously implemented cost reduction initiatives, which resulted in higher organic operating income from our base businesses of 7%. The organic operating income growth was mainly due to increases at the Metal Treatment and Flow Control segments of 54% and 47%, respectively. In addition, acquisitions completed in the second half of 2003 and in 2004 contributed $2.8 million in incremental operating income to the third quarter of 2004. The solid segment operating income growth was achieved despite the absorption of $1.3 million in costs associated with Sarbanes-Oxley Section 404 compliance and was partially offset by $0.8 million of lower pension income for the third quarter of 2004, due to additional service costs resulting from the acquisitions and slightly lower investment returns. Foreign exchange translation had a favorable impact of $0.7 million on operating income for the third quarter of 2004 as compared to the prior year period.

Net earnings for the third quarter of 2004 totaled $14.7 million, or $0.68 per diluted share, which represents an increase of 18% over the net earnings for the third quarter of 2003 of $12.5 million, or $0.60 per diluted share (adjusted for the December 2003 2-for-1 stock split). Higher segment operating income in the third quarter of 2004 of $6.1 million more than offset the Corporation's lower pension income and higher interest expense as compared to the third quarter of 2003. The higher interest expense for the third quarter of 2004 was due to higher debt levels associated with the funding of the Corporation's acquisition program and higher interest rates. Net earnings for the third quarter of 2004 include a one-time tax benefit of $0.6 million resulting from the recognition of a previously unprovided for deferred tax asset.

Nine months ended September 30, 2004

Sales for the first nine months of 2004 increased 22% to $673.9 million as compared to $552.4 million for the same period last year. New orders received for the first nine months of $683.2 million, were up 32% over the orders of $517.8 million for the first nine months of 2003. Acquisitions made in 2003 and 2004 contributed $106.5 million in incremental new orders received in the first nine months of 2004.

The sales increase is mainly due to the contributions from acquisitions and organic growth in some of our base businesses. Acquisitions made in 2003 and 2004 contributed $101.4 million in incremental sales (or 83% of the total increase) for the nine months ended September 30,

2004. The majority of these incremental sales came from the nine acquisitions made within our Motion Control segment since January 2003. Sales for the first nine months of 2004 also benefited from overall organic growth of 4%. The organic growth was driven by our Metal Treatment and Motion Control segments, which experienced organic growth of 21% and 4%, respectively, for the first nine months of 2004 as compared to the prior year period. Organic sales for our Flow Control segment decreased 2% for the first nine months of 2004 as compared to the same period last year, mainly due to lower sales to the U.S. Navy.

In our base businesses, higher metal treatment sales of our global shot peening, laser peening, and heat treating services of $15.0 million, higher sales of certain flow control products to the power generation market of $8.9 million, the defense electronics markets of $5.4 million, and the oil and gas industry of $3.5 million, higher sales of our motion control products to the military aerospace market of $9.5 million, and to the commercial aerospace aftermarket services of $2.4 million, all contributed to the organic sales growth for the first nine months of 2004 as compared to the same period last year. This organic growth was partially offset by the lower sales of flow control products to the U.S. Navy due to timing of contractual revenues, a decrease of $26.2 million. In the first nine months of 2003, the Flow Control segment completed the shipment of two large projects to the U.S. Navy, which generated approximately $25 million in sales. In addition, lower sales of motion control electronic products of $11.8 million for use on domestic and European ground defense markets partially offset the overall organic growth. Favorable foreign exchange translation positively impacted sales for the first nine months of 2004 by $11.8 million as compared to the same period last year.

Operating income for the first nine months of 2004 increased to $76.4 million, up 21% over the $63.2 million from the same period last year. The increase is primarily due to the higher sales volume, favorable mix, and previously implemented cost reduction initiatives. Higher operating income from our base businesses, which increased 12% for the first nine months of 2004, was driven by strong organic growth in our Metal Treatment and Motion Control segments of 67% and 24%, respectively, over the prior year period. Operating income from the base businesses within our Flow Control segment decreased 2% as compared to the prior year period, mainly due to the two large high margin projects for the U.S. Navy in 2003 that did not occur in 2004. The solid segment operating income growth was achieved despite the absorption of $1.7 million in costs associated with Sarbanes-Oxley Section 404 compliance and lower pension income of $2.0 million due to additional service costs resulting from the acquisitions and slightly lower investment returns for the nine months ended September 30, 2004 over the comparable prior year period. Foreign exchange translation had a favorable impact of $1.9 million on operating income for the first nine months of 2004 as compared to the prior year period.

Net earnings for the first nine months of 2004 totaled $44.7 million, or $2.08 per diluted share, representing an increase of 19% over net earnings of $37.5 million, or $1.80 per diluted share (adjusted for the December 2003 2-for-1 stock split) for the first nine months of 2003. Net earnings for the first nine months of 2004 included two one-time tax benefits totaling $2.1 million, one resulting from a change in legal structure of one of our subsidiaries and the other from the recognition of a previously unprovided for deferred tax asset. The improvements were partially offset by higher interest expense of $5.5 million in the first nine months of 2004, which is associated with the debt incurred to fund our acquisition program and from higher interest rates.

Segment Operating Performance:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2004	2003	% Change	2004	2003	% Change
Sales:						
Flow Control	$ 94,204	$ 84,167	11.9%	$ 269,804	$ 263,125	2.5%
Motion Control	97,727	70,157	39.3%	272,649	188,181	44.9%
Metal Treatment	44,643	35,294	26.5%	131,482	101,102	30.0%
Total Sales	**$ 236,574**	**$ 189,618**	**24.8%**	**$673,935**	**$552,408**	**22.0%**
Operating Income:						
Flow Control	$ 9,845	$ 7,110	38.5%	$ 29,122	$ 30,176	-3.5%
Motion Control	10,399	9,537	9.0%	28,700	18,734	53.2%
Metal Treatment	6,817	4,321	57.8%	20,971	13,102	60.1%
Total Segments	27,061	20,968	29.1%	78,793	62,012	27.1%
Pension (Expense)/Income	(295)	527	-156.0%	(377)	1,580	-123.9%
Corporate & Other	(1,301)	(100)	1201.0%	(2,058)	(362)	468.5%
Total Operating Income	**$ 25,465**	**$ 21,395**	**19.0%**	**$ 76,358**	**$ 63,230**	**20.8%**
Operating Margins:						
Flow Control	10.5%	8.4%		10.8%	11.5%	
Motion Control	10.6%	13.6%		10.5%	10.0%	
Metal Treatment	15.3%	12.2%		15.9%	13.0%	
Total Curtiss-Wright	**10.8%**	**11.3%**		**11.3%**	**11.4%**	

Flow Control

The Corporation's Flow Control segment posted sales of $94.2 million for the third quarter of 2004, an increase of 12% from $84.2 million in the third quarter of 2003. The sales increase was mainly due to the contributions from the 2004 acquisitions, which totaled $9.7 million in the third quarter of 2004. Organic sales growth was achieved in the power generation market, primarily due to expedited deliveries and additional orders of certain pumps, and additional orders of valves and field service work to commercial nuclear power plants, which totaled $3.2 million. This segment also experienced higher sales of coker valves to the oil and gas industry due to the increased demand for this technology, which increased $2.5 million, and increased sales of our electronic products to the U.S. Navy, due to the timing of orders, which increased $1.6 million as compared to the third quarter of 2003. This growth was offset by a decline in sales of flow control products to the U.S. Navy aircraft carrier and submarine programs due to timing of contractual revenues, a decrease of $8.9 million. Sales of this business segment also benefited from favorable foreign currency translation of $0.5 million in the third quarter of 2004 as compared to the prior year period.

Operating income for the third quarter of 2004 was $9.8 million, an increase of 39% as compared to $7.1 million for the same period last year. The increase in operating margins is mainly due to contract cost overruns on a safety relief valve project and inventory write-offs in the third quarter of 2003 totaling approximately $2.7 million that did not occur in 2004. Higher sales volume and a stronger sales mix for our power generation and oil and gas products, and higher sales volume for our electronic products to the U.S. Navy were offset by the profit impact from the lower flow control product sales to the U.S. Navy. In addition, the operating margins for the 2004 acquisitions were lower than those of the base businesses in the third quarter.

Sales for the first nine months of 2004 were $269.8 million, an increase of 3% over the same period last year of $263.1 million, primarily due to the 2004 acquisitions, which contributed $12.9 million in incremental sales. The organic sales decreased 2% in the first nine months of 2004 compared to the prior year period. The decrease was mainly due to lower sales of flow control products to the U.S. Navy due to the timing of contractual revenues. In the first nine months of 2003, the Flow Control segment completed the shipment of two large projects to the U.S. Navy, which generated approximately $25 million in sales. Stronger sales of certain products to the power generation market, which increased $6.9 million due to additional orders and expedited deliveries, increased demand for coker valves for the oil and gas industry, which positively impacted sales by $4.2 million, and increased sales of our electronic products to the U.S. Navy, which increased $5.4 million as compared to the first nine months of 2003. Sales benefited from favorable foreign currency translation of $1.6 million in the first nine months of 2004 as compared to the same period last year.

Operating income for the first nine months of 2004 was $29.1 million, a decrease of 3% over the same period last year of $30.2 million. The reduction in operating income was mainly due to the profit impact related to the two large higher margin contracts in the first nine months of 2003 that did not reoccur in 2004. These projects contributed approximately $9.7 million in operating income for the first nine months of 2003. The decline was partially offset by a 50% increase in operating income for this segment's remaining businesses over the comparable prior year period. The increases were mainly due to the 2003 contract cost overruns and inventory write-offs that did not occur in 2004, higher sales volume and a stronger sales mix for our power generation and oil and gas products, and higher sales volumes for our electronic products to the U.S. Navy.

New orders received for the Flow Control segment totaled $92.0 million in the third quarter of 2004 and $278.2 million for the first nine months of 2004, representing an increase of 104% and 17%, respectively, from the same periods in 2003. Acquisitions made in 2004 contributed $17.4 million and $20.6 million in incremental new orders received in the third quarter and first nine months of 2004, respectively. Backlog increased 6% to $336.8 million at September 30, 2004 from $317.8 million at December 31, 2003. Acquisitions made during 2004 represented $18.6 million of the backlog at September 30, 2004.

Motion Control

Sales for the Corporation's Motion Control segment improved 39% to $97.7 million in the third quarter of 2004 from $70.2 million in the third quarter of 2003, primarily due to the contribution of the acquisitions completed in 2004 and the fourth quarter of 2003, which contributed $31.4 million in incremental sales for the period. Organic sales declined 5% in the third quarter of 2004. This organic decline was mainly due to scheduled production decreases for the Abrams tank and the Bradley Fighting Vehicle, which reduced electronic military sales by $4.9 million and expedited shipments of F-16 spares, which reduced military aerospace sales by $2.7 million. Offsetting these declines were increases in electronic spares on the Bradley Fighting Vehicle of $2.0 million in support of the war effort. In addition, foreign currency translation favorably impacted sales for the third quarter of 2004 by $2.0 million as compared to the prior year period.

Operating income for this segment in the third quarter of 2004 was $10.4 million, an increase of 9% over $9.5 million during the third quarter of 2003. The improvement was driven by higher

sales volume from acquisitions, favorable sales mix, and implemented cost control initiatives. During the third quarter of 2004, our European integrated sensing business experienced a reduction in reserve requirements of $0.8 million that is reflected in the margins for the period. Offsetting these increases were lower organic growth, several development programs with lower margins as compared to production program, and certain annual trade show expenses incurred in the third quarter of 2004 that were incurred during the second quarter in 2003. The business segment also benefited from favorable foreign currency translation in the third quarter of 2004 as compared to the third quarter of 2003.

Sales for the first nine months of 2004 were $272.6 million, an increase of 45% from sales of $188.2 during the first nine months of 2003, primarily due to the contribution of the 2003 and 2004 acquisitions, which contributed $77.7 million in incremental sales (or 92% of the overall increase). Organic sales growth was 4% in the first nine months of 2004 as compared to 2003, mainly driven by favorable foreign currency translation of $5.8 million as compared to the prior year period. The remaining increase was driven by several factors including an increase in electronic spares on the Bradley Fighting Vehicle of $3.4 million in support of the war effort, increased F/A-22 production sales of $2.8 million due to higher ship set requirements, increased sales from our integrated sensing business of $2.2 million and an increase in commercial repair and overhaul sales of $2.1 million over the comparable period of 2003 due to the continuing recovery of the global commercial aerospace industry. The segment also benefited from $5.0 million of sales of electronic products for the 767 refueling tanker program and helicopter radar warning sensors. These new programs have no comparable revenue base in the first nine months of 2003. Offsetting these increases were scheduled production decreases for the Abrams tank and the Bradley Fighting Vehicle, which reduced sales of electronic products to the military by $10.1 million, and lower European ground defense sales of approximately $3.0 million resulting from expedited deliveries in 2003.

Operating income for the first nine months of 2004 was $28.7 million as compared to $18.7 million for the comparable period in 2003, an increase of 53%. The improvement was driven by the higher sales volume, including contributions from the new acquisitions, favorable sales mix, and implemented cost control initiatives. The segment benefited from reductions in reserve requirements at its European integrated sensing business totaling $1.4 million for the nine months ended September 30, 2004. The business segment also benefited from favorable foreign currency translation in the first nine months of 2004 as compared to the first nine months of 2003.

New orders received for the Motion Control segment totaled $103.2 million in the third quarter of 2004 and $273.2 million for the first nine months of 2004, representing an increase of 123% and 53% from the same periods in 2003, respectively. Acquisitions made in 2003 and 2004 contributed $33.4 million and $74.5 million in incremental new orders received in the third quarter and first nine months of 2004, respectively. Backlog increased 25% to $232.3 million at September 30, 2004 from $186.3 million at December 31, 2003. Acquisitions made during 2004 represented $40.1 million of the backlog at September 30, 2004.

Metal Treatment

Sales for the Corporation's Metal Treatment segment totaled $44.6 million for the third quarter of 2004, up 26% when compared with $35.3 million in the third quarter of 2003. Organic sales growth of $7.5 million represented the majority of the sales increase, a 21% improvement over the third quarter of 2003. The 2004 acquisitions contributed $1.8 million in incremental sales for the third quarter of 2004. The organic growth was due to strong sales growth in our global shot peening services primarily to the aerospace and automotive markets, which contributed $4.4 million, higher sales of heat treating services of $1.2 million, and sales growth from our laser peening technology, which contributed $0.8 million in additional sales. In addition, foreign currency translation favorably impacted sales for the third quarter of 2004 by $1.6 million as compared to the prior year period.

Operating income for the third quarter of 2004 increased 58% to $6.8 million from $4.3 million for the same period last year. Overall margin improvement was due to higher sales volume, favorable sales mix in our shot peening, laser peening, and heat treating businesses, and implemented cost reduction initiatives. Offsetting the improvements were increased medical costs and higher energy costs as compared to the prior year period. This segment also benefited from favorable foreign currency translation in the third quarter of 2004 as compared to the third quarter of 2003.

Sales for the Metal Treatment segment totaled $131.5 million for the first nine months of 2004, up 30% as compared to $101.1 million for the comparable period of 2003. Organic sales growth was 21% in the first nine months of 2004, contributing $18.4 million to the increase. The organic growth was due to strong sales growth from our new laser peening technology, which contributed $4.6 million in additional sales, as well as solid growth in our global shot peening services, which contributed $8.3 million mainly in the German automotive, European commercial aerospace, and North American commercial and military aerospace markets. Sales from the heat treating division were up $2.1 million over the prior year period mainly due to overflow from a competitor and new aluminum treatment capabilities for the aerospace industry. The remaining sales increase was due to contributions from 2003 and 2004 acquisitions, which contributed $10.9 million of incremental sales in the first nine months of 2004. The main contributor to this increase was the E/M Coatings businesses, which were acquired in April 2003. In addition, foreign currency translation favorably impacted the sales for the first nine months of 2004 by $4.4 million as compared to the prior year period.

Operating income for the first nine months of 2004 increased 60% to $21.0 million from $13.1 million for the same period last year. Margin improvement was due to higher sales volume, favorable sales mix due to higher laser peening sales, and implemented cost reduction initiatives. Offsetting the improvements were increased medical costs and higher energy costs as compared to the prior year period. The business segment also benefited from favorable foreign currency translation in the first nine months of 2004 as compared to the prior year period.

New orders received for the Metal Treatment segment totaled $44.8 million in the third quarter of 2004 and $132.3 million for the first nine months of 2004, representing an increase of 26% and 30% from the same periods in 2003, respectively. Acquisitions made in 2003 and 2004 contributed $1.8 million and $10.9 million in incremental new orders received in the third quarter and first nine months of 2004, respectively. Backlog increased 28% to $1.8 million at September 30, 2004 from $1.4 million at December 31, 2003.

Interest Expense

Interest expense increased $2.0 million and $5.5 million for the third quarter and first nine months of 2004, respectively, versus the comparable prior year periods, due to higher debt levels associated with the funding of acquisitions and increased borrowing rates.

Corporate Administrative Expenses

Corporate administrative expenses increased $1.2 million and $1.7 million for the third quarter and first nine months of 2004, respectively, versus the comparable prior year periods, mainly due to expenses associated with Sarbanes-Oxley Section 404 compliance.

CHANGES IN FINANCIAL CONDITION

Liquidity and Capital Resources

The Corporation derives the majority of its operating cash inflow from receipts on the sale of goods and services and cash outflow for the procurement of materials and labor, and is therefore subject to market fluctuations and conditions. Approximately 50% of the Corporation's business is in the defense sector, which is characterized by long-term contracts. Most of our long-term contracts allow for several billing points (progress or milestones) that provide the Corporation with cash receipts as costs are incurred throughout the project rather than upon contract completion, thereby reducing working capital requirements. In some cases, these payments can exceed the costs incurred on a project.

Operating Activities

The Corporation's working capital was $223.7 million at September 30, 2004, a decrease of $14.9 million from the working capital at December 31, 2003 of $238.6 million. The ratio of current assets to current liabilities was 2.5 to 1 at September 30, 2004 versus 2.8 to 1 at December 31, 2003.

Cash and cash equivalents totaled $38.5 million in the aggregate at September 30, 2004, down from $98.7 million at December 31, 2003. The decrease is due to the use of available cash to fund the acquisition of Dy 4 Systems, Inc. on January 31, 2004. Days sales outstanding was 54 days at September 30, 2004 as compared to 56 days at December 31, 2003. Inventory turns were 5.5 at September 30, 2004 and December 31, 2003.

The remaining working capital increased $45.2 million from December 31, 2003, 50% of which is due to the acquisitions made in the first nine months of 2004. In addition to the impact of these acquisitions, working capital changes were highlighted by an increase in accounts receivable of approximately $16.1 million due primarily to the timing of billed sales, an increase in inventories of $3.1 million in anticipation of increased sales activity during the fourth quarter of 2004, and a decline in progress payments of $2.9 million due mainly to the liquidation of several large projects, offset by an increase in deferred revenue of $4.5 million due to an increase in customer funding on long-term projects.

Investing Activities

The Corporation acquired ten businesses in the first nine months of 2004. A combination of stock, cash resources, and funds available under the Corporation's credit agreements were utilized for the funding of these acquisitions, which totaled $232.0 million. As indicated in Note 2 to the Consolidated Financial Statements, certain acquisition agreements contain contingent purchase price adjustments, such as potential earn-out payments. In the first nine months of 2004, the Corporation made approximately $3.0 million in such payments relative to prior period acquisitions.

During the nine months ended September 30, 2004, internally available funds were adequate to meet capital expenditures of $20.6 million. Principal capital expenditures included new and replacement machinery and equipment within the business segments and for the expansion of new product lines. The Corporation is expected to make additional capital expenditures of approximately $15 million during the remainder of 2004 on machinery and equipment for ongoing operations at the business segments, expansion of existing facilities, and investments in new product lines and facilities.

Financing Activities

At September 30, 2004, the Corporation had a $400 million credit agreement with a group of ten banks. Borrowings under the agreement bear interest at a floating rate based on market conditions. In addition, the Corporation's interest rate and level of facility fees are dependent on maintenance of certain financial ratios, as defined in the agreement. The Corporation is subject to annual facility fees on the commitments under the Revolving Credit Agreement. In connection with the Revolving Credit Agreement, the Corporation paid customary transaction fees that have been deferred and are being amortized over the term of the agreement. The Corporation is required under the agreement to maintain certain financial ratios and meet certain other financial tests, of which the Corporation is in compliance at September 30, 2004. Cash borrowings (excluding letters of credit) under the credit agreement at September 30, 2004 were $132.0 million as compared to $8.9 million at December 31, 2003. The unused credit available under the agreement at September 30, 2004 was $249.6 million.

On July 23, 2004, the Corporation amended its existing credit facility, increasing the available line of credit from $225 million to $400 million. The Corporation plans to use the credit line for working capital purposes, internal growth initiatives, funding of future acquisitions, and other general corporate purposes. The agreement expires in 2009.

On September 25, 2003 the Corporation issued $200.0 million of Senior Notes (the "Notes"). The Notes consist of $75.0 million of 5.13% Senior Notes that mature on September 25, 2010 and $125.0 million of 5.74% Senior Notes that mature on September 25, 2013. The Notes are senior unsecured obligations and are equal in right of payment to the Corporation's existing senior indebtedness. The Corporation, at its option, can prepay at any time all or, from time to time, any part of the Notes, subject to a make-whole amount in accordance with the terms of the Note Purchase Agreement. In connection with the Notes, the Corporation paid customary transaction fees that have been deferred and are being amortized over the term of the Notes. The Corporation is required under the Note Purchase Agreement to maintain certain financial ratios, of which the Corporation is in compliance at September 30, 2004.

On November 6, 2003 the Corporation entered into two interest rate swap agreements with notional amounts of $20 million and $60 million to effectively convert the fixed interest rates on

the $75 million 5.13% Senior Notes and $125 million 5.74% Senior Notes, respectively, to variable rates based on specified spreads over six-month LIBOR. In the short-term, the swaps have, and are expected to continue to provide the Corporation with a lower level of interest expense related to the Notes.

Industrial revenue bonds, which are collateralized by real estate, machinery, and equipment, were $14.3 million at September 30, 2004 and December 31, 2003. The loans outstanding under the Senior Notes, Interest Rate Swaps, Revolving Credit Agreements, and Industrial Revenue Bonds had variable interest rates averaging 3.4% during the third quarter of 2004; 2003 loans outstanding under the Revolving Credit Agreements and Industrial Revenue Bonds had variable interest rates averaging 2.1% for the third quarter of 2003.

Cash generated from operations is considered adequate to meet the Corporation's cash requirements for the fourth quarter of 2004 and the upcoming year, including anticipated debt repayments, planned capital expenditures, dividends, environmental obligations, and working capital requirements. Undistributed earnings from certain of the Corporation's foreign subsidiaries are considered permanently reinvested.

CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States of America. Preparing consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses. These estimates and assumptions are affected by the application of our accounting policies. Critical accounting policies are those that require application of management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain and may change in subsequent periods. We believe that the following are some of the more critical judgment areas in the application of our accounting policies that affect our financial condition and results of operations:

Revenue recognition: The realization of revenue refers to the timing of its recognition in the accounts of the Corporation and is generally considered realized or realizable and earned when the earnings process is substantially complete and all of the following criteria are met: 1) persuasive evidence of an arrangement exists; 2) delivery has occurred or services have been rendered; 3) the Corporation's price to its customer is fixed or determinable; and 4) collectibility is reasonably assured.

The Corporation records sales and related profits on production and service type contracts as units are shipped and title and risk of loss have transferred or as services are rendered. This method is used in our Metal Treatment segment and in some of the business units within the Motion Control and Flow Control segments that serve commercial markets.

For certain contracts in our Flow Control and Motion Control segments that require performance over an extended period before deliveries begin, sales and estimated profits are recorded by applying the percentage-of-completion method of accounting. The percentage-of-completion method of accounting is used primarily for the Corporation's defense contracts and certain long-term commercial contracts. This method recognizes revenue and profit as the contracts progress towards completion. For certain contracts that contain a significant number of performance milestones, as defined by the customer, sales are recorded based upon achievement of these performance milestones. The performance milestone method is an output

measure of progress towards completion made in terms of results achieved. For certain fixed price contracts, where none or a limited number of milestones exist, the cost-to-cost method is used, which is an input measure of progress towards completion. Under the cost-to-cost input method, sales and profits are recorded based on the ratio of costs incurred to an estimate of total costs at completion.

Application of percentage-of-completion methods of revenue recognition requires the use of reasonable and dependable estimates of the future material, labor, and overhead costs that will be incurred. The percentage-of-completion method of accounting for long-term contracts requires a disciplined cost estimating system in which all functions of the business are integrally involved. These estimates are determined based upon the industry knowledge and experience of the Corporation's engineers, project managers, and financial staff. These estimates are significant and reflect changes in cost and operating performance throughout the contract and could have a significant impact on operating performance. Adjustments to original estimates for contract revenue, estimated costs at completion, and the estimated total profit are often required as work progresses throughout the contract and as experience and more information is obtained, even though the scope of work under the contract may not change. These changes are recorded on a cumulative retroactive basis in the period they are determined to be necessary.

Under the percentage-of-completion and completed contract methods, provisions for estimated losses on uncompleted contracts are recognized in the period in which the likelihood of such losses is determined. Certain contracts contain provisions for the redetermination of price and, as such, management defers a portion of the revenue from those contracts until such time as the price has been finalized.

Some of the Corporation's customers withhold certain amounts from the billings they receive. These retainages are generally not due until the project has been completed and accepted by the customer.

Inventory: Inventory costs include materials, direct labor, and manufacturing overhead costs, which are stated at the lower of cost or market, where market is limited to the net realizable value. The Corporation estimates the net realizable value of its inventories and establishes reserves to reduce the carrying amount of these inventories to net realizable value, as necessary. We continually evaluate the adequacy of the inventory reserves by reviewing historical scrap rates, on-hand quantities, as compared with historical and projected usage levels and other anticipated contractual requirements. The stated inventory costs are also reflective of the estimates used in applying the percentage-of-completion revenue recognition method.

The Corporation purchases materials for the manufacture of components for sale. The decision to purchase a set quantity of a particular item is influenced by several factors including: current and projected price, future estimated availability, existing and projected contracts to produce certain items, and the estimated needs for its businesses.

For certain of its long-term contracts, the Corporation utilizes progress billings, which represent amounts billed to customers prior to the delivery of goods and services and are recorded as a reduction to inventory and receivables. Progress billings are generally based on costs incurred, including direct costs, overhead, and general and administrative costs.

Pension and other postretirement benefits: The Corporation, in consultation with its actuaries, determines the appropriate assumptions for use in determining the liability for future pension and other postretirement benefits. The most significant of these assumptions include the number of employees who will receive benefits along with the tenure and salary level of those employees, the expected return on plan assets, the discount rates used on plan obligations, and the trends in health care costs. Changes in these assumptions in future years will have an effect on the Corporation's pension and postretirement costs and associated pension and postretirement assets and liabilities.

The discount rates and compensation rates increases used to determine the benefit obligations of the plans as of December 31, 2003 and the annual periodic costs for 2004 were lowered in 2003 to better reflect current economic conditions. The reduction in the discount rates increased the benefit obligation on the plans. A corresponding decrease in future compensation costs, which occurred due to the impact of lower inflationary effects, had an offsetting decrease to the benefit obligation. The changes in these two assumptions were based upon current and future economic indicators.

The overall expected return on assets assumption is based on a combination of historical performance of the pension fund and expectations of future performance. The historical returns are determined using the market–related value of assets, which is the same value used in the calculation of annual net periodic benefit cost. The market-related value of assets includes the recognition of realized and unrealized gains and losses over a five year period, which effectively averages the volatility associated with the actual performance of the plan's assets from year to year. Although over the last ten years the market related value of assets had an average annual yield of 11.6%, the actual returns averaged 8.5% during the same period. The Corporation has consistently used the 8.5% rate as a long-term overall average return. Given the uncertainties of the current economic and geopolitical landscapes, we consider the 8.5% to be a reasonable assumption of the future long-term investment returns.

The long-term medical trend assumptions starts with a current rate that is in line with expectations for the near future, and then grade the rates down over time until it reaches an ultimate rate that is close to expectations for growth in GDP. The reasoning is that medical trends cannot continue to be higher than the rate of GDP growth in the long term. Any change in the expectation of these rates to return to a normal level will have an impact on the Corporation.

See Note 9 to the Corporation's Consolidated Financial Statements in Item 1 of this quarterly report for further information on the Corporation's pension and postretirement plans, including an estimate of future cash contributions.

Environmental reserves: The Corporation provides for environmental reserves when, in conjunction with internal and external legal counsel, it is determined that a liability is both probable and estimable. In many cases, the liability is not fixed or capped when the Corporation first records a liability for a particular site. In estimating the future liability and continually evaluating the sufficiency of such liabilities, the Corporation weighs certain factors including the Corporation's participation percentage due to a settlement by or bankruptcy of other potentially responsible parties, a change in the environmental laws requiring more stringent requirements, a change in the estimate of future costs that will be incurred to remediate the site, and changes in technology related to environmental remediation.

Purchase accounting: The Corporation applies the purchase method of accounting to its acquisitions. Under this method, the purchase price, including any capitalized acquisition costs, is allocated to the underlying tangible and intangible assets acquired and liabilities assumed based on their respective fair market values, with any excess recorded as goodwill. The Corporation, usually in consultation with third-party valuation advisors, determines the fair values of such assets and liabilities.

Goodwill: The recoverability of goodwill is subject to an annual impairment test based on the estimated fair value of the underlying businesses. Additionally, goodwill is tested for impairment when an event occurs or if circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. These estimated fair values are based on estimates of future cash flows of the businesses. Factors affecting these future cash flows include the continued market acceptance of the products and services offered by the businesses, the development of new products and services by the businesses and the underlying cost of development, the future cost structure of the businesses, and future technological changes. Estimates are also used for the Corporation's cost of capital in discounting the projected future cash flows. The Corporation utilizes an independent third party cost of capital analysis in determination of its estimates. If it has been determined that an impairment has occurred, the Corporation may be required to recognize an impairment of its asset, which would be limited to the difference between the book value of the asset and its fair value. Any such impairment would be recognized in full in the reporting period in which it has been identified.

Other intangible assets: Other intangible assets are generally the result of acquisitions and consist primarily of purchased technology, customer related intangibles, trademarks and service marks, and technology licenses. Intangible assets are recorded at their fair values as determined through purchase accounting and are amortized on a straight-line basis over their estimated useful lives, which range from 1 to 20 years. The Corporation reviews the recoverability of intangible assets, including the related useful lives, whenever events or changes in circumstances indicate that the carrying amount might not be recoverable. Any impairment would be recorded in the reporting period in which it has been identified.

Recently issued accounting standards: In May 2004, the Financial Accounting Standards Board ("FASB") issued FASB Staff Position ("FSP") 106-2 "Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003." This guidance supersedes FSP 106-1 issued in January 2004 and clarifies the accounting and disclosure requirements for employers with postretirement benefit plans that have been or will be affected by the passage of the Medicare Prescription Drug Improvement and Modernization Act of 2003 ("the Act"). The Act introduces two new features to Medicare that an employer needs to consider in measuring its obligation and net periodic postretirement benefit costs. The effective date for the new requirements is the first interim or annual period beginning after June 15, 2004. Additional information regarding the impact of the Act is presented in Note 9.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Corporation's profitability may also be adversely affected during any period of unexpected or rapid increase in interest rates. The Corporation's market risk for a change in interest rates relates primarily to its debt obligations. The Corporation shifted its interest rate exposure from 46% variable at December 31, 2003 to 65% variable at September 30, 2004. The increase in variable interest rate exposure is due to the Corporation funding its 2004 acquisition activity through its revolving credit facility. A change in interest rates of 1% would have an impact on consolidated interest expense of approximately $2.3 million.

The Corporation is exposed to fluctuations in foreign currency exchange rates, particularly to the Canadian dollar, British pound, and the Euro. Any significant change in the value of the currencies of those countries in which the Corporation does business against the U.S. dollar could have an adverse effect on the Corporation's business, financial condition, and results of operations. Management seeks to minimize the risk from these foreign currency fluctuations principally through invoicing the Corporation's customers in the same currency as the source of the products. However, the Corporation's efforts to minimize these risks may not be successful.

The acquisitions of Dy 4 and Primagraphics have increased the Corporation's exposure to foreign currency exchange rate fluctuations related to the Canadian dollar and the British pound. The Corporation currently has a hedging program in place to mitigate the Canadian dollar foreign currency risk.

Further information regarding market risk and market risk management policies is more fully described in item "7A. Quantitative and Qualitative Disclosures about Market Risk" of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2003.

Item 4. CONTROLS AND PROCEDURES

As of September 30, 2004, the Corporation's management, including the Corporation's Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the Corporation's disclosure controls and procedures; as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on such evaluation, the Corporation's Chief Executive Officer and Chief Financial Officer concluded that the Corporation's disclosure controls and procedures are effective, in all material respects, to ensure that information required to be disclosed in the reports the Corporation files and submits under the Exchange Act is recorded, processed, summarized, and reported as and when required.

There have not been any changes in the Corporation's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter ended September 30, 2004 that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

FORWARD-LOOKING INFORMATION

The statements in this Quarterly Report on Form 10-Q and in oral statements that may be made by representatives of the Corporation relating to plans, strategies, economic performance and trends and other statements that are not descriptions of historical facts may be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27(a) of the Securities Act of 1933 and Section 21(e) of the Securities Exchange Act of 1934. Forward looking statements are inherently subject to risks and uncertainties, and actual results could differ materially from those currently anticipated due to a number of factors. Examples

of forward-looking information include, but are not limited to, (a) projections of or statements regarding return on investment, future earnings, interest income, other income, earnings or loss per share, investment mix and quality, growth prospects, capital structure, and other financial terms, (b) statements of plans and objectives of management, (c) statements of future economic performance, and (d) statements of assumptions, such as economic conditions underlying other statements. Such forward- looking information can be identified by the use of forward looking terminology such as "believes," "expects," "may," "will," "should," "anticipates," or the negative of any of the foregoing or other variations thereon or comparable terminology, or by discussion of strategy.

No assurance can be given that the future results described by the forward-looking information will be achieved. Such statements are subject to risks, uncertainties, and other factors, which are outside our control that could cause actual results to differ materially from future results expressed or implied by such forward-looking information. Readers are cautioned not to put undue reliance on such forward-looking information. Such statements include, without limitation, those contained in Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations and the Notes to the Consolidated Financial Statements including, without limitation, the Environmental Matters Note. Important factors that could cause the actual results to differ materially from those in these forward-looking statements include, among other items, (i) a reduction in anticipated orders, (ii) change in governmental spending resulting from U.S. and international military budget constraints and determinations, U.S. congressional and international legislative body discretion; U.S. and international government administration policies and priorities; changing world military threats, strategies and missions; competition from foreign manufacturers of platforms and equipment; NATO country determinations regarding participation in common programs; changes in U.S. and international government procurement timing, strategies and practices, the general state of world military readiness and deployment; and the ability to obtain export licenses (iii) an economic downturn, (iv) unanticipated environmental remediation expenses or claims, (v) changes in the need for additional machinery and equipment and/or in the cost for the expansion of the Corporation's operations, (vi) changes in the competitive marketplace and/or customer requirements, (vii) an inability to perform customer contracts at anticipated cost levels, (viii) changes in the Corporation's future tax rates resulting from a variety of factors, including statutory changes in Federal and state tax rates, non deductibility of goodwill amortization and IPR&D acquired in a stock purchase business combination and the non deductibility of our ESPP compensation expense and (ix) other factors that generally affect the business of companies operating in the Corporation's Segments.

The Corporation has no obligation to update any forward-looking statements

PART II - OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

In the ordinary course of business, the Corporation and its subsidiaries are subject to various pending claims, lawsuits and contingent liabilities. The Corporation does not believe that disposition of any of these matters will have a material adverse effect on the Corporation's consolidated financial position or results of operations.

Curtiss-Wright Corporation or its subsidiaries have been named in approximately 100 lawsuits that allege injury from exposure to asbestos. To date, Curtiss-Wright has secured its dismissal without prejudice in approximately 15 lawsuits, and is currently in discussions for similar dismissal in several others, and has not been found liable or paid any material sum of money in settlement in any case. Curtiss-Wright believes that the minimal use of asbestos in its operations and the relatively non-friable condition of asbestos in its products makes it unlikely that it will face material liability in any asbestos litigation, whether individually or in the aggregate. Curtiss-Wright does maintain insurance coverage for these lawsuits and it believes adequate coverage exists to cover any unanticipated asbestos liability.

Item 6. EXHIBITS and REPORTS on FORM 8-K

(a) Exhibits

Exhibit 4	Amended and Restated Credit Agreement dated July 23, 2004 between Registrant, the Issuing Banks referred to therein, the Lenders parties thereto from time to time, and Bank of America, N.A., as Administrative Agent, incorporated by reference to Exhibit 4 to Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2004.
Exhibit 10	Amendment No. 2, dated September 30, 2004, to the Amended and Restated Curtiss-Wright Corporation Retirement Plan, filed herewith.
Exhibit 31.1	Certification of Martin R. Benante, Chairman and CEO, Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith
Exhibit 31.2	Certification of Glenn E. Tynan, Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith
Exhibit 32	Certification of Martin R. Benante, Chairman and CEO, and Glenn E. Tynan, Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith

(b) Reports on Form 8-K

None.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

CURTISS-WRIGHT CORPORATION
(Registrant)

By: /s/ Glenn E. Tynan
Glenn E. Tynan
Vice President Finance / C.F.O.
Dated: November 9, 2004

This is to acknowledge the receipt of your letter/application dated

11/30/2004, and to inform you that the initial processing which includes an administrative review has been performed.

FINANCIAL ASSURANCE 37-05809-01/37-05809-02/SNM-1120

☑ There were no administrative omissions. Your application was assigned to a technical reviewer. Please note that the technical review may identify additional omissions or require additional information.

☐ Please provide to this office within 30 days of your receipt of this card

____.

A copy of your action has been forwarded to our License Fee & Accounts Receivable Branch, who will contact you separately if there is a fee issue involved.

Your action has been assigned **Mail Control Number** 136046.
When calling to inquire about this action, please refer to this control number.
You may call us on (610) 337-5398, or 337-5260.

136047

136048

NRC FORM 532 (RI)
(6-96)

Sincerely,
Licensing Assistance Team Leader

: (FOR LFMS USE)
: INFORMATION FROM LTS
: --------------------
:

BETWEEN:

License Fee Management Branch, ARM
and
Regional Licensing Sections

: Program Code: 03225
: Status Code: 0
: Fee Category: 3B 3N 14
: Exp. Date: 20130131
: Fee Comments: 2C DEL8/31/95/14EF11/2/98
: Decom Fin Assur Reqd: Y
:::

LICENSE FEE TRANSMITTAL

A. REGION I

1. APPLICATION ATTACHED
   Applicant/Licensee: CURTISS-WRIGHT ELECTRO-MECH. CORP
   Received Date: 20041201
   Docket No: 3006134
   Control No.: 136046
   License No.: 37-05809-01
   Action Type: Fin. Assurance

2. FEE ATTACHED
   Amount: ______
   Check No.: ______

3. COMMENTS

REF. 136047, 136048

Signed M.A. Parkins
Date 12/3/2004

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered /__/)

1. Fee Category and Amount: ______________________

2. Correct Fee Paid. Application may be processed for:
   Amendment ______
   Renewal ______
   License ______

3. OTHER ______________________

Signed ______________________
Date ______________________

FULL COST RECOVERY ACTION

TAC NO. L401626

: (FOR LFMS USE)
: INFORMATION FROM LTS
: --------------------
BETWEEN: :
:
License Fee Management Branch, ARM : Program Code: 03320
and : Status Code: 0
Regional Licensing Sections : Fee Category: 30 2B
: Exp. Date: 20050930
: Fee Comments: ____________
: Decom Fin Assur Reqd: Y
::

LICENSE FEE TRANSMITTAL

A. REGION I

1. APPLICATION ATTACHED
   Applicant/Licensee: CURTISS-WRIGHT ELECTRO-MECH. CORP
   Received Date: 20041201
   Docket No: 3006135
   Control No.: 136047
   License No.: 37-05809-02
   Action Type: Fin. Assurance

2. FEE ATTACHED
   Amount: ________
   Check No.: ________

3. COMMENTS
   REF. 136046, 136048

Signed M. A. Perkins
Date 12/3/2004

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered /__/)

1. Fee Category and Amount: ____________________

2. Correct Fee Paid. Application may be processed for:
   Amendment ________
   Renewal ________
   License ________

3. OTHER ____________________
   ____

Signed ____________________
Date ____________________

(FOR LFMS USE)
INFORMATION FROM LTS

BETWEEN:

License Fee Management Branch, ARM
and
Regional Licensing Sections

Program Code: 22200
Status Code: 2
Fee Category: 14
Exp. Date: 20040131
Fee Comments: V
Decom Fin Assur Reqd: Y

LICENSE FEE TRANSMITTAL

A. REGION I

1. APPLICATION ATTACHED
   Applicant/Licensee: CURTISS-WRIGHT ELECTRO-MECH. CORP.
   Received Date: 20041201
   Docket No: 7001143
   Control No.: 136048
   License No.: SNM-1120
   Action Type: Fin. Assurance

2. FEE ATTACHED
   Amount: ~~____~~
   Check No.: ~~____~~

3. COMMENTS

Ref. 136046, 136047

Signed M. A. Perkins
Date 12/3/2004

B. LICENSE FEE MANAGEMENT BRANCH (Check when milestone 03 is entered /__/)

1. Fee Category and Amount: ______

2. Correct Fee Paid. Application may be processed for:
   Amendment ______
   Renewal ______
   License ______

3. OTHER ______

Signed ______
Date ______

FULL COST RECOVERY ACTION
TAC NO. U01627